

ZOGENIX, INC.  
Form SC 13G/A  
February 07, 2012

13G

CUSIP No. 98978L105

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# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**

**RULES 13d-1 (b) (c), AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 1)\***

### **Zogenix, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.001 par value per share**

**(Title of Class of Securities)**

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98978L105

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- Item 1 (a). Name of Issuer:  
Zogenix, Inc. (the Issuer )
- Item 1 (b). Address of Issuer's Principal Executive Offices:  
12671 High Bluff Drive, Suite 200, San Diego, CA 92130
- Item 2 (a). Name of Persons Filing:  
Abingworth Management Limited ( AML ), Abingworth Bioventures IV L.P. ( ABV IV ) and Abingworth Bioventures IV Executives L.P. ( ABV IV Execs ). The foregoing entities are each a Reporting Person and are collectively referred to as the Reporting Persons.
- Item 2 (b). Address of Principal Business Office or, if None, Residence:  
The business address for each of the Reporting Persons is c/o Abingworth Management Limited, Princess House, 38 Jermyn Street, London, England SW1Y 6DN.
- Item 2 (c). Citizenship:  
AML is a corporation organized under the laws of England. ABV IV is a limited partnership organized under the laws of England. ABV IV Execs is a limited partnership organized under the laws of Delaware.
- Item 2 (d). Title of Class of Securities:  
Common Stock, \$0.001 par value per share ( Common Stock )
- Item 2 (e). CUSIP Number:  
98978L105
- Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person filing is a:  
Not applicable.

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Item 4. Ownership.

Not applicable.

Item 5. Ownership of Five Percent or Less of a Class.

Each of the Reporting Persons has ceased to own beneficially five percent (5%) or more of the Issuer's outstanding Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2012

**ABINGWORTH MANAGEMENT LIMITED**

By: /s/ James Abell  
Name: James Abell  
Title: Executive Director

**ABINGWORTH BIOVENTURES IV L.P.**

By: Abingworth Management Limited, its Manager

By: /s/ James Abell  
Name: James Abell  
Title: Executive Director

**ABINGWORTH BIOVENTURES IV EXECUTIVES L.P.**

By: Abingworth Management Limited, its Manager

By: /s/ James Abell  
Name: James Abell  
Title: Executive Director

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Exhibit 1

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Zogenix, Inc.

Date: February 7, 2012

**ABINGWORTH MANAGEMENT LIMITED**

By: /s/ James Abell  
Name: James Abell  
Title: Executive Director

**ABINGWORTH BIOVENTURES IV L.P.**

By: Abingworth Management Limited, its Manager

By: /s/ James Abell  
Name: James Abell  
Title: Executive Director

**ABINGWORTH BIOVENTURES IV EXECUTIVES L.P.**

By: Abingworth Management Limited, its Manager

By: /s/ James Abell  
Name: James Abell  
Title: Executive Director