

SCHOEMAKER KATHLEEN K
Form 4
December 01, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOEMAKER KATHLEEN K

2. Issuer Name and Ticker or Trading Symbol
ZOGENIX, INC. [ZGNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PRINCETON, NJ 08542

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/29/2010 | | C | | 2,064,781 | A | <u>(1)</u> 2,064,781 | I | By Domain Partners VII, L.P. <u>(3)</u> |
| Common Stock | 11/29/2010 | | C | | 1,232,861 | A | <u>(1)</u> 3,297,642 | I | By Domain Partners VII, L.P. <u>(3)</u> |
| Common Stock | 11/29/2010 | | C | | 873,800 | A | <u>(2)</u> 4,171,442 | I | By Domain Partners VII, L.P. <u>(3)</u> |
| Common Stock | 11/29/2010 | | P | | 2,310,589 | A | \$ 4 6,482,031 | I | By Domain Partners |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|---|
| Common Stock | 11/29/2010 | C | 35,215 | A | <u>(1)</u> | 35,215 | I | VII, L.P. ⁽³⁾ By DP VII Associates, L.P. ⁽³⁾ |
| Common Stock | 11/29/2010 | C | 21,027 | A | <u>(1)</u> | 56,242 | I | By DP VII Associates, L.P. ⁽³⁾ |
| Common Stock | 11/29/2010 | C | 14,903 | A | <u>(2)</u> | 71,145 | I | By DP VII Associates, L.P. ⁽³⁾ |
| Common Stock | 11/29/2010 | P | 39,410 | A | \$ 4 | 110,555 | I | By DP VII Associates, L.P. ⁽³⁾ |
| Common Stock | 11/29/2010 | C | 9,894 | A | <u>(1)</u> | 9,894 | I | By Domain Partners VI, L.P. ⁽³⁾ |
| Common Stock | 11/29/2010 | C | 106 | A | <u>(1)</u> | 106 | I | By DP VI Associates, L.P. ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A-1 Preferred Stock | <u>(1)</u> | 11/29/2010 | | C | 2,064,781 | <u>(1)</u> | <u>(1)</u> | Common Stock | 2,064, |
| Series B Preferred Stock | <u>(1)</u> | 11/29/2010 | | C | 1,232,861 | <u>(1)</u> | <u>(1)</u> | Common Stock | 1,232, |
| Convertible Promissory Notes | <u>(2)</u> | 11/29/2010 | | C | 873,800 | <u>(1)</u> | <u>(1)</u> | Common Stock | 873,8 |

