

ZOGENIX, INC.  
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 \*  
VITULLO NICOLE

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

**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 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	① 2,064,781	By Domain Partners VII, L.P. (3)
Common Stock	11/29/2010		C		1,232,861	A	① 3,297,642	By Domain Partners VII, L.P. (3)
Common Stock	11/29/2010		C		873,800	A	② 4,171,442	By Domain Partners VII, L.P. (3)
Common Stock	11/29/2010		P		2,310,589	A	\$ 4 6,482,031	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. <sup>(3)</sup> By DP VII Associates, L.P. <sup>(3)</sup>
Common Stock	11/29/2010	C	21,027	A	<u>(1)</u>	56,242	I	By DP VII Associates, L.P. <sup>(3)</sup>
Common Stock	11/29/2010	C	14,903	A	<u>(2)</u>	71,145	I	By DP VII Associates, L.P. <sup>(3)</sup>
Common Stock	11/29/2010	P	39,410	A	\$ 4	110,555	I	By DP VII Associates, L.P. <sup>(3)</sup>
Common Stock	11/29/2010	C	9,894	A	<u>(1)</u>	9,894	I	By Domain Partners VI, L.P. <sup>(3)</sup>
Common Stock	11/29/2010	C	106	A	<u>(1)</u>	106	I	By DP VI Associates, L.P. <sup>(3)</sup>

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

