

ZOGENIX, INC.
Form 8-K
March 28, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 25, 2019

ZOGENIX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-34962
(Commission

File Number)

20-5300780
(IRS Employer

Identification No.)

5959 Horton Street, Suite 500,

Emeryville, CA

(Address of Principal Executive Offices)

94608

(Zip Code)

Registrant's telephone number, including area code: (510) 550-8300

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 25, 2019, Roger L. Hawley notified the Board of Directors (the *Board*) of Zogenix, Inc. (the *Company*) that he plans to retire from the Board effective as of March 31, 2019 and will not stand for re-election at the Company's 2019 annual meeting of stockholders (the *Annual Meeting*). Mr. Hawley advised the Company that his decision not to stand for re-election was not the result of any disagreement with the Company or its management on any matter relating to the Company's operations, policies or practices.

Effective upon Mr. Hawley's resignation, the size of the Board will be reduced from eight to seven directors and the number of Class III directors will be reduced from three to two directors.

Item 8.01 Other Events.

Amendment to the Zogenix, Inc. Employment Inducement Equity Incentive Award Plan.

On March 27, 2019, the Board approved an amendment to the Zogenix, Inc. Employment Inducement Equity Incentive Award Plan (the *Inducement Plan*) to increase the share reserve under the Inducement Plan by 100,000 shares to a total share reserve of 737,500 shares. The terms of the Inducement Plan are substantially similar to the terms of the Company's 2010 Equity Incentive Award Plan with the exception that incentive stock options may not be granted under the Inducement Plan. The amendment to the Inducement Plan was adopted by the Board without stockholder approval pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules. In accordance with Rule 5635(c)(4) of the Nasdaq Listing Rules, awards under the Inducement Plan may only be made to an employee who has not previously been an employee or member of the board of directors of the Company or any parent or subsidiary, or following a bona fide period of non-employment by the Company or a parent or subsidiary, if he or she is granted such award in connection with his or her commencement of employment with the Company or a subsidiary and such grant is an inducement material to his or her entering into employment with the Company or such subsidiary.

A complete copy of the amendment to the Inducement Plan will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending March 31, 2019. The above summary of the Inducement Plan does not purport to be complete and is qualified in its entirety by reference to such exhibit.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZOGENIX, INC.

Date: March 28, 2019

By: /s/ Michael P. Smith

Name: Michael P. Smith

Title: Executive Vice President, Chief Financial Officer,
Treasurer and Secretary