

TREU JESSE I
Form 4
December 01, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
TREU JESSE I

(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 (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 |

| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|---|
| 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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(9-02)

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 |

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| | | | | | | | | |
|------------------------------|-----|------------|---|--------|-----|-----|--------------|--------|
| Series A-1 Preferred Stock | (1) | 11/29/2010 | C | 35,215 | (1) | (1) | Common Stock | 35,215 |
| Series B Preferred Stock | (1) | 11/29/2010 | C | 21,027 | (1) | (1) | Common Stock | 21,027 |
| Convertible Promissory Notes | (2) | 11/29/2010 | C | 14,903 | (1) | (1) | Common Stock | 14,903 |
| Series A-1 Preferred Stock | (1) | 11/29/2010 | C | 9,894 | (1) | (1) | Common Stock | 9,894 |
| Series A-1 Preferred Stock | (1) | 11/29/2010 | C | 106 | (1) | (1) | Common Stock | 106 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TREU JESSE I C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | | | X | |

Signatures

| | |
|--|------------|
| /s/Kathleen K. Schoemaker, Attorney-in-Fact | 12/01/2010 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All outstanding shares of the Issuer's preferred stock were automatically converted into Common Stock upon the closing of the Issuer's initial public offering (the "IPO"), for no additional consideration.
- (2) All Convertible Promissory Notes, plus interest accrued thereon through the closing of the IPO, automatically converted into Common Stock upon the closing of the IPO, based on the IPO price of \$4.00 per share.

The Reporting Person also indirectly beneficially owns 11,000 shares of Common Stock held by Domain Associates, LLC. The Reporting Person is a Managing Member of (i) One Palmer Square Associates VII, LLC, which is the sole general partner of Domain Partners VII, L.P. and DP VII Associates, L.P., (ii) One Palmer Square Associates VI, LLC, which is the sole general partner of Domain Partners VI, L.P. and DP VI Associates, L.P., and (iii) Domain Associates, LLC. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his or her pecuniary interest therein and/or that are not actually distributed to him or her.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.