

GARNER CAM L
Form 4
February 14, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GARNER CAM L

(Last) (First) (Middle)

C/O ZOGENIX, INC., 5858
HORTON STREET, SUITE 455

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/12/2019		M		218	A	\$ 32
Common Stock	02/12/2019		M		1,562	A	\$ 30.96
Common Stock	02/12/2019		M		6,250	A	\$ 15.04
Common Stock	02/12/2019		M		4,375	A	\$ 14.88
Common Stock	02/12/2019		S		12,405	D	\$ 46.8478
							(1)
							(2)

Common Stock	40,843	I	By Garner Investments, LLC ⁽³⁾
--------------	--------	---	---

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	8. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy)	\$ 32	02/12/2019		M	218	<u>(4)</u> 05/29/2020	Common Stock	218	
Stock Option (Right to Buy)	\$ 30.96	02/12/2019		M	1,562	<u>(5)</u> 05/23/2021	Common Stock	1,562	
Stock Option (Right to Buy)	\$ 15.04	02/12/2019		M	6,250	<u>(6)</u> 04/26/2022	Common Stock	6,250	
Stock Option (Right to Buy)	\$ 14.88	02/12/2019		M	4,375	<u>(7)</u> 06/05/2022	Common Stock	4,375	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GARNER CAM L
C/O ZOGENIX, INC. X
5858 HORTON STREET, SUITE 455
EMERYVILLE, CA 94608

Signatures

/s/ Thomas Doyle, Attorney-in-fact for Cam L.
Garner

02/14/2019

__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) The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.31 to \$47.19, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, additional information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The Reporting Person is the managing member of Garner Investments, LLC.
- (3) The Option was granted on May 30, 2010 and vests in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (4) The Option was granted on May 24, 2011 and vests in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (5) The Option was granted on April 27, 2012 and vests in a series of thirty-six (36) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (6) The Option was granted on June 6, 2012 and vests in a series of twelve (12) successive, equal monthly installments beginning on the date of grant, subject to the Reporting Person's continued service to the Company on each vesting date.
- (7)

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.