

BOCK LOUIS C
Form 3
November 22, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BOCK LOUIS C		(Month/Day/Year)	ZOGENIX, INC. [ZGNX]	
(Last)	(First)	(Middle)	11/22/2010	
950 TOWER LANE, SUITE 700		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
FOSTER CITY, Â CA Â 94404		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Series A-1 Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,400,000	\$ (2)	I	See FN (3)
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	831,901	\$ (4)	I	See FN (3)
Warrant to Purchase Series B Preferred Stock	02/27/2009	02/27/2016(5)	Series B Preferred Stock	226,710	\$ 1.1	I	See FN (3)
Warrant to Purchase Series B Preferred Stock	05/15/2009	05/15/2016(5)	Series B Preferred Stock	127,782	\$ 1.1	I	See FN (3)
Warrant to Purchase Series B Preferred Stock	06/15/2009	06/15/2016(5)	Series B Preferred Stock	127,782	\$ 1.1	I	See FN (3)
Warrant to Purchase Series B Preferred Stock	07/15/2009	07/15/2016(5)	Series B Preferred Stock	127,782	\$ 1.1	I	See FN (3)
Warrant to Purchase Series B Preferred Stock	10/07/2010	12/02/2016(6)	Series B Preferred Stock	528,235	\$ 1.1	I	See FN (3)
Stock Option (Right to Buy)	05/30/2007	05/29/2017	Common Stock	7,500	\$ 0.5	D (7)	Â
Stock Option (Right to Buy)	Â (8)	10/20/2018	Common Stock	1,750	\$ 3.5	D (7)	Â
Stock Option (Right to Buy)	Â (9)	08/31/2019	Common Stock	1,750	\$ 2.5	D (7)	Â
Stock Option (Right to Buy)	Â (10)	05/29/2020	Common Stock	1,750	\$ 4	D (7)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOCK LOUIS C 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	Â X	Â X	Â	Â

Signatures

/s/ Louis Bock 11/22/2010
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are preferred stock of the Issuer and do not have an expiration date. These securities are convertible at any time at the election of the holder and will automatically convert into shares of common stock in connection with the issuer's initial public offering.
- (2) Each share of Series A-1 Convertible Stock is convertible into 0.1 shares of common stock.

The securities are held by Scale Venture Partners II, LP ("Scale Partners"). The General Partner of Scale Partners is Scale Venture Management II, LLC ("Scale Management"). The Reporting Person is a managing member of Scale Management and shares voting and investment power with respect to these shares with four other managing members of Scale Management. The Reporting Person disclaims beneficial ownership with respect to these shares except to the extent of his pecuniary interest therein.
- (3) Each share of Series B Convertible Stock is convertible into 0.1 shares of common stock.
- (4) These warrants shall terminate unless exercised prior to the closing of the Issuer's initial public offering or the occurrence of other specified corporate transactions.
- (5) The warrant shall terminate and expire unless exercised prior to an initial public offering of the Issuer's common stock with a specified price per share that occurs on or before December 31, 2010, or upon the occurrence of other specified corporate transactions.

Pursuant to the policies of Scale Management and its affiliates, the Reporting Person, who is a managing member of Scale Management, is deemed to hold the reported security for the benefit of Scale Partners. Scale Partners may be deemed the indirect beneficial owner of the security. The Reporting Person disclaims beneficial ownership of the security except to the extent of his pecuniary interest therein.
- (6) The option vested in 12 equal monthly installments beginning on November 21, 2008.
- (7) The option vested in 12 equal monthly installments beginning on October 1, 2009.
- (8) The option vests in 12 equal monthly installments beginning on May 30, 2010.
- (9) The option vests in 12 equal monthly installments beginning on May 30, 2010.
- (10) The option vests in 12 equal monthly installments beginning on May 30, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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