

STEINMETZ MICHAEL
Form 4
September 20, 2011

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 *
Clarus Lifesciences I, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/16/2011

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

C/O CLARUS VENTURES, LLC, 101 MAIN STREET, SUITE 1210

(Street)

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

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

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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	09/16/2011		P		3,500,000	A	\$ 2
					9,482,439	I	
							By Fund (1)

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

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SEC 1474 (9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences I, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures I Management, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures I, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Simon Nicholas C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
HENNER DENNIS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210		X		

CAMBRIDGE, MA 02142

WHEELER KURT

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210
CAMBRIDGE, MA 02142

X X

STEINMETZ MICHAEL

C/O CLARUS VENTURES, LLC
101 MAIN STREET, SUITE 1210
CAMBRIDGE, MA 02142

X

Signatures

/s/ Robert Liptak, Manager of Clarus Ventures I, LLC, general partner of Clarus Ventures I Management, L.P., general partner of Clarus Lifesciences I, L.P.

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, Manager of Clarus Ventures I, LLC, general partner of Clarus Ventures I Management, L.P.

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, Manager of Clarus Ventures I, LLC

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, as attorney-in-fact for Nicholas Simon

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, as attorney-in-fact for Dennis Henner

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, as attorney-in-fact for Nicholas Galakatos

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, as attorney-in-fact for Kurt Wheeler

09/20/2011

__Signature of Reporting Person

Date

/s/ Robert Liptak, as attorney-in-fact for Michael Steinmetz

09/20/2011

__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) Securities held of record by Clarus Lifesciences I, L.P. (the "Fund"). Clarus Ventures I Management, L.P. (the "GPLP"), as the sole general partner of the Fund, may be deemed to beneficially own certain of the shares held of record by the Fund. The GPLP disclaims beneficial ownership of all shares held of record by the Fund in which the GPLP does not have an actual pecuniary interest. Clarus Ventures I, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by the Fund. Each of Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by the Fund. Each of the GPLLC and Messrs. Galakatos, Henner, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by the Fund in which he does not have an actual pecuniary interest.

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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