

Haas Ken
 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 Haas Ken		(Month/Day/Year)	ZOGENIX, INC. [ZGNX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/22/2010		
C/O ABINGWORTH BIOVENTURES,Â 3000 SAND HILL RD., B4-135			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
MENLO PARK,Â CAÂ 94025			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (1) (Instr. 5)	
Director Stock Option (right to buy)	Â (1)	09/01/2019	Common Stock	7,500	\$ 2.5	D (10) (12)	Â
Director Stock Option (right to buy)	Â (2)	05/30/2020	Common Stock	1,750	\$ 4	D (11) (12)	Â
Series A-2 convertible Preferred Stock	Â (3)	Â (3)	Common Stock	901,363	\$ (3)	I (4) (6) (12)	By Abingworth Bioventures IV LP
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	535,643	\$ (3)	I (4) (6) (12)	By Abingworth Bioventures IV LP
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	145,963	\$ 1.1	I (4) (6) (12)	By Abingworth Bioventures IV LP
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	82,270	\$ 1.1	I (4) (6) (12)	By Abingworth Bioventures IV LP
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	82,270	\$ 1.1	I (4) (6) (12)	By Abingworth Bioventures IV LP
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	82,270	\$ 1.1	I (4) (6) (12)	By Abingworth Bioventures IV LP
Stock Purchase Warrant (right to buy)	10/07/2010	Â (8)	Series B Convertible Preferred Stock	477,696	\$ 1.1	I (4) (6) (12)	By Abingworth Bioventures IV LP
8% Convertible Promissory Note	Â (9)	Â (9)	Common Stock	382,613	\$ (9)	I (4) (6) (12)	By Abingworth Bioventures IV LP
Series A-2 convertible Preferred Stock	Â (3)	Â (3)	Common Stock	7,727	\$ (3)	I (5) (6) (12)	By Abingworth Bioventures IV Executives L.P.
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	4,592	\$ (3)	I (5) (6) (12)	By Abingworth Bioventures IV Executives L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred	1,251	\$ 1.1	I (5) (6) (12)	By Abingworth Bioventures IV Executives L.P.

		Stock				
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	705	\$ 1.1	I (5) (6) (12) By Abingworth Bioventures IV Executives L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	705	\$ 1.1	I (5) (6) (12) By Abingworth Bioventures IV Executives L.P.
Stock Purchase Warrant (right to buy)	12/02/2009	Â (7)	Series B Convertible Preferred Stock	705	\$ 1.1	I (5) (6) (12) By Abingworth Bioventures IV Executives L.P.
Stock Purchase Warrant (right to buy)	10/07/2010	Â (8)	Series B Convertible Preferred Stock	4,096	\$ 1.1	I (5) (6) (12) By Abingworth Bioventures IV Executives L.P.
8% Convertible Promissory Note	Â (9)	Â (9)	Common Stock	3,280	\$ (9)	I (5) (6) (12) By Abingworth Bioventures IV Executives LP

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haas Ken C/O ABINGWORTH BIOVENTURES 3000 SAND HILL RD., B4-135 MENLO PARK, CA 94025	Â X	Â	Â	Â

Signatures

/s/ Ken Haas 11/22/2010

__Signature of
Reporting Person

Date

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) Option was granted on September 1, 2009 and was fully vested and immediately exercisable upon the date of grant.
- (2) 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 as a director on each such vesting date.
- Each of the Series A-2 Convertible Preferred Stock and the Series B Convertible Preferred Stock has no expiration date, is convertible at any time, in whole or in part, at the election of the holder, and will automatically convert upon the closing of the Issuer's initial public offering at a conversion ratio of one share of Common Stock for every ten shares of Series A-2 Convertible Preferred Stock and one share of Common Stock for every ten shares of Series B Convertible Preferred Stock, as applicable, rounded down to the next whole number, for no additional consideration.
- (3)

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- (4) These securities are owned of record by Abingworth Bioventures IV LP ("AB IV").
- (5) These securities are owned of record by Abingworth Bioventures IV Executives L.P. ("AB IV Executives").
Abingworth Management Ltd. ("AM Ltd.") serves as investment manager of each of AB IV and AB IV Executives and may be deemed to share voting and dispositive power with respect to the securities owned by AB IV and AB IV Executives. The Reporting Person is a
- (6) venture partner of Abingworth Management, Inc. and in such capacity may be deemed to beneficially own the securities owned of record by AB IV and AB IV Executives, but disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- These Warrants (the "Bridge Warrants") were issued on separate dates pursuant to that certain Note and Warrant Purchase Agreement dated as of February 27, 2009, and are exercisable, in whole or in part, for shares of Series B Convertible Preferred Stock of the Issuer as of December 2, 2009. Upon the closing of the Issuer's initial public offering, the Bridge Warrants will become exercisable for Common
- (7) Stock at a ratio of one share of Common Stock for every ten shares of Series B Convertible Preferred Stock represented thereby, rounded down to the next whole number, at a correspondingly adjusted exercise price of \$11.00 per share of Common Stock; provided, however, that because the exercise price of the Bridge Warrants exceeds the initial public offering price of \$4.00 per share, the Series B Warrants will not be exercised prior to, and will therefore terminate upon, completion of the initial public offering.
- The Warrant was issued on December 2, 2009 and was amended on October 7, 2010, at which time it became immediately exercisable, in whole or in part, for shares of Series B Convertible Preferred Stock of the Issuer. Upon the closing of the Issuer's initial public offering, the Warrant will become exercisable for Common Stock at a ratio of one share of Common Stock for every ten shares of Series
- (8) B Convertible Preferred Stock represented thereby, rounded down to the next whole number, at a correspondingly adjusted exercise price of \$11.00 per share of Common Stock; provided, however, that because the exercise price of the Warrant exceeds the initial public offering price of \$4.00 per share, the Series B Warrants will not be exercised prior to, and will therefore terminate upon, completion of the initial public offering.
- The principle of the Note and accrued interest thereon will automatically convert into shares of Common Stock upon the closing of the
- (9) Issuer's initial public offering at a conversion price equal to the per share price of the Common Stock sold in the Issuer's initial public offering, which is anticipated to occur on November 29, 2010 at a price of \$4.00 per share.
- Pursuant to an agreement with AM Ltd., the Reporting Person is deemed to hold 6,000 of the shares of common stock issuable upon exercise of the reported option (the "AM Ltd. Portion of the Option") for the benefit of AM Ltd. The Reporting Person may exercise the
- (10) report option upon the mutual agreement of the Reporting Person and AM Ltd. AM Ltd. may be deemed the indirect beneficial owner of the AM Ltd. Portion of the Option, and the Reporting Person may be deemed the indirect beneficial owner of the AM Ltd. Portion of the Option through his indirect interest in AM Ltd.
- Pursuant to an agreement with AM Ltd., the Reporting Person is deemed to hold 1,400 of the shares of common stock issuable upon exercise of the reported option (the "AM Ltd. Portion of the Option") for the benefit of AM Ltd. The Reporting Person may exercise the
- (11) reported option upon the mutual agreement of the Reporting Person and AM Ltd. AM Ltd. may be deemed the indirect beneficial owner of the AM Ltd. Portion of the Option, and the Reporting Person may be deemed the indirect beneficial owner of the AM Ltd. Portion of the Option through his indirect interest in AM Ltd.
- (12) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of equity securities covered by this statement.

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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