

SCHOEMAKER KATHLEEN K
 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 *
 SCHOEMAKER KATHLEEN K

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)
 11/29/2010

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

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

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

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

PRINCETON, NJ 08542

(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)		
				(A) or (D)	Price				
Common Stock	11/29/2010		C	2,064,781	A	①	2,064,781	I	By Domain Partners VII, L.P. (3)
Common Stock	11/29/2010		C	1,232,861	A	①	3,297,642	I	By Domain Partners VII, L.P. (3)
Common Stock	11/29/2010		C	873,800	A	②	4,171,442	I	By Domain Partners VII, L.P. (3)
Common Stock	11/29/2010		P	2,310,589	A	\$ 4	6,482,031	I	By Domain Partners

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1. Title of 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	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)
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	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)
Series A-1 Preferred Stock	<u>(1)</u>	11/29/2010		C	2,064,781 (A) (D)	<u>(1)</u> <u>(1)</u>	Common Stock 2,064,781
Series B Preferred Stock	<u>(1)</u>	11/29/2010		C	1,232,861 (A) (D)	<u>(1)</u> <u>(1)</u>	Common Stock 1,232,861
Convertible Promissory Notes	<u>(2)</u>	11/29/2010		C	873,800 (A) (D)	<u>(1)</u> <u>(1)</u>	Common Stock 873,800

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
SCHOEMAKER KATHLEEN K C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542			X	

Signatures

/s/Kathleen K.
Schoemaker

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.

- (3) 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.

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