

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)

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

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

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

(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)
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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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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