

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sagrolikar Ashish M</u>  (Last) (First) (Middle) C/O ZOGENIX, INC. 5959 HORTON STREET, SUITE 500  (Street) EMERYVILLE CA 94608  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ZOGENIX, INC. [ ZGNX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP &amp; CHIEF COMMERCIAL OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	07/02/2021		M		3,500	A	\$0 <sup>(1)</sup>	17,259 <sup>(2)</sup>	D	
Common Stock	07/02/2021		F		1,114 <sup>(3)</sup>	D	\$17.74	16,145	D	

**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 (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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	07/02/2021		M			3,750	(4)	(5)	Common Stock	3,750	\$0	3,750	D	

**Explanation of Responses:**

- Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
- Includes 1,018 shares acquired under the Company's Employee Stock Purchase Plan since the last Section 16 filing by the Reporting Person.
- Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of shares of RSUs granted to the Reporting Person.
- The RSUs were granted on July 2, 2018 and vest as to 1/4th of the original number of shares subject to the RSU award on the one-year anniversary of the date of grant, and thereafter as to 1/4th of the original number of shares subject to the RSU award on each of the following three anniversaries, subject to the Reporting Person's continued service to the Company on the applicable vesting dates.
- Not applicable.

**Remarks:**

/s/ Michael P. Smith, Attorney-in-fact for Ashish Sagrolikar 07/06/2021

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.