

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Smith Michael P</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) <u>EVP, CFO, Treasurer &amp; Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2020</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	03/15/2020		M		1,563 <sup>(1)</sup>	A	\$0	2,950	D	
Common Stock	03/15/2020		F		775 <sup>(2)</sup>	D	\$22.01	2,175	D	
Common Stock	03/15/2020		M		2,032 <sup>(3)</sup>	A	\$0	4,207	D	
Common Stock	03/15/2020		F		1,008 <sup>(4)</sup>	D	\$22.01	3,199	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					
Restricted Stock Units	(5)	03/15/2020		M		1,563	(6)	(7)	Common Stock	1,563	\$0	3,124	D	
Restricted Stock Units	(5)	03/15/2020		M		2,032	(8)	(7)	Common Stock	2,032	\$0	6,093	D	

**Explanation of Responses:**

- Represents vesting of one-fourth (1/4) of restricted stock units granted on March 15, 2018.
- Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of shares of restricted stock units described in footnote 1.
- Represents vesting of one-fourth (1/4) of restricted stock units granted on March 22, 2019.
- Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of shares of restricted stock units described in footnote 3.
- Each restricted stock unit represents a contingent right to receive one share of Zogenix common stock.
- The restricted stock units vests in four equal installments on each of March 15, 2019, 2020, 2021 and 2022, subject to the reporting person's continuous service to the Company on such vesting date.
- Not applicable.
- The restricted stock units vest in four equal installments on each of March 15, 2020, 2021, 2022 and 2023, subject to the reporting person's continuous service to the Company on such vesting date.

**Remarks:**

/s/ Thomas Doyle, Attorney-in-fact for Michael Smith 03/17/2020

\*\* 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.

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