

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Smith Michael P</u> _____ (Last) (First) (Middle) <u>C/O ZOGENIX, INC.</u> <u>5959 HORTON STREET, SUITE 500</u> _____ (Street) <u>EMERYVILLE CA 94608</u> _____ (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 _____ Officer (give title below) _____ Other (specify below) _____ <input checked="" type="checkbox"/> <u>EVP, CFO, Treasurer & Sec.</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>03/26/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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			

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
<u>Stock Option (Right to Buy)</u>	<u>\$18.76</u>	<u>03/26/2021</u>		<u>A</u>		<u>25,000</u>		<u>(1)</u>	<u>03/26/2031</u>	<u>Common Stock</u>	<u>25,000</u>	<u>\$0</u>	<u>25,000</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(2)</u>	<u>03/26/2021</u>		<u>A</u>		<u>12,500</u>		<u>(3)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>12,500</u>	<u>\$0</u>	<u>12,500</u>	<u>D</u>	

Explanation of Responses:

- The option award shall vest in a series of forty-eight (48) successive, equal monthly installments, with the first vest date occurring on April 15, 2021, subject to the reporting person's continued service to the Company on the applicable vesting dates.
- 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, 2022, 2023, 2024 and 2025, subject to the reporting person's continuous service to the Company on such vesting date.
- Not applicable.

Remarks:

/s/ Thomas Doyle, Attorney-in-fact for Michael Smith 03/30/2021

** 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.