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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 5, 2020**

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**Zogenix, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of incorporation)

**001-34962**  
(Commission  
File Number)

**20-5300780**  
(I.R.S. Employer  
Identification No.)

**5959 Horton Street, Suite 500, Emeryville, CA**  
(Address of Principal Executive Offices)

**94608**  
(Zip Code)

**Registrant's telephone number, including area code: (510) 550-8300**

**Not Applicable**  
**Former Name or Former Address, if Changed Since Last Report**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value	ZGNX	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On October 5, 2020, Zogenix, Inc. (the “Company”) issued an additional \$30,000,000 principal amount of its 2.75% Convertible Senior Notes due 2027 (the “Additional Notes”). The issuance of the Additional Notes was pursuant to the initial purchasers’ full exercise of their 13-day option to purchase additional notes granted in the previously announced original offering of an aggregate of \$200,000,000 principal amount of 2.75% Convertible Senior Notes due 2027 (the “Original Notes” and, together with the Additional Notes, the “Notes”). The Additional Notes were issued pursuant to, and are governed by, that certain Indenture, dated September 28, 2020 (the “Indenture”), between the Company and U.S. Bank National Association, as trustee, pursuant to which the Original Notes were issued, and have identical terms to the Original Notes. The Indenture and the Notes are each as described in Item 1.01 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 28, 2020 (the “Prior 8-K”), which is incorporated herein by reference. The summary of the foregoing transactions is qualified in its entirety by reference to the text of the Indenture, including the Form of Global Note attached as Exhibit A thereto, which was filed as Exhibit 4.1 to the Prior 8-K and is incorporated herein by reference.

**Item 3.02. Unregistered Sales of Equity Securities.**

The disclosure set forth in Item 2.03 above is incorporated by reference into this Item 3.02. The Notes were issued to the initial purchasers in reliance upon Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”) in transactions not involving any public offering. The Company relied on this exemption from registration based in part on representations made by the initial purchasers in the purchase agreement for the Notes. The Notes were resold by the initial purchasers to persons whom the initial purchasers reasonably believe are “qualified institutional buyers,” as defined in, and in accordance with, Rule 144A under the Securities Act. Any shares of the Company’s common stock that may be issued upon conversion of the Notes will be issued in reliance upon Section 3(a)(9) of the Securities Act as involving an exchange by the Company exclusively with its security holders. Initially, a maximum of 12,312,613 shares of the Company’s common stock may be issued upon conversion of the Notes, based on the initial maximum conversion rate of 53.5331 shares of common stock per \$1,000 principal amount of Notes, which is subject to customary anti-dilution adjustment provisions.

**Item 8.01. Other Events.**

On October 5, 2020, the Company issued a press release announcing the closing of its offering of the Additional Notes, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release, dated October 5, 2020, issued by Zogenix, Inc.</a>
104	Cover page interactive data file (embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Zogenix, Inc.**

Date: October 5, 2020

By: /s/ Shawnte M. Mitchell  
Name: Shawnte M. Mitchell  
Title: Executive Vice President, General Counsel and Secretary

**Zogenix, Inc. Announces Closing of Exercise by Initial Purchasers of Option to Purchase an Additional \$30.0 Million of 2.75% Convertible Senior Notes Due 2027**

EMERYVILLE, California—(GLOBE NEWSWIRE)—October 5, 2020—Zogenix, Inc. (Nasdaq: ZGNX), a global biopharmaceutical company developing rare disease therapies, today announced that the initial purchasers of the previously announced offering of its 2.75% convertible senior notes due 2027 in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended, elected to exercise in full their 13-day option to purchase an additional \$30,000,000 aggregate principal amount of the notes (the “additional notes”). The sale of the additional notes closed today.

The additional notes have identical terms to the 2.75% convertible senior notes due 2027 sold on September 28, 2020 (the “original notes” and, together with the additional notes, the “notes”) and, following today’s closing, there is a total of \$230,000,000 aggregate principal amount of notes outstanding. The aggregate net proceeds from the offering of the notes was approximately \$222.7 million after deducting the initial purchasers’ discounts and commissions and estimated expenses payable by Zogenix. Zogenix intends to use the net proceeds from the offering to fund development and commercialization of Fintepla in Dravet syndrome, Lennox-Gastaut syndrome, and other potential indications, to fund the development of MT1621 in TK2 deficiency and other general corporate purposes, such as working capital and general and administrative expenses.

The offer and sale of the notes and any shares of common stock issuable upon conversion of the notes have not been, and will not be, registered under the Securities Act or any other securities laws, and the notes and any such shares cannot be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, the notes or any shares of common stock issuable upon conversion of the notes, nor will there be any sale of the notes or any such shares, in any state or other jurisdiction in which such offer, sale or solicitation would be unlawful.

**About Zogenix**

Zogenix is a global biopharmaceutical company committed to developing and commercializing therapies with the potential to transform the lives of patients and their families living with rare diseases. The company’s first rare disease therapy, FINTEPLA® (fenfluramine) oral solution, C-IV has been approved by the U.S. FDA and is under review in Europe for the treatment of seizures associated with Dravet syndrome, a rare, severe childhood onset epilepsy. In addition, the company has two late-stage development programs underway: one for FINTEPLA for the treatment of seizures associated with Lennox-Gastaut syndrome, a rare childhood-onset epilepsy and another for MT1621, an investigational novel substrate enhancement therapy for the treatment of TK2 deficiency, a rare genetic disorder. MT1621 is being developed through Modis Therapeutics, a Zogenix company.

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## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts contained in this press release are forward-looking statements, including statements regarding the anticipated use of proceeds from the offering. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other similar expressions. These forward-looking statements speak only as of the date of this press release and are subject to a number of risks, uncertainties and assumptions, including the risks and uncertainties inherent in Zogenix’s business, including those described in the company’s periodic filings with the SEC. The events and circumstances reflected in the company’s forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Additional information on risks facing Zogenix can be found under the heading “Risk Factors” in Zogenix’s periodic reports, including its annual report on Form 10-K for the year ended December 31, 2019 and its quarterly report on form 10-Q for the quarterly period ended June 30, 2020, each of which are available on the SEC’s web site at [www.sec.gov](http://www.sec.gov). Except as required by applicable law, the company does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

## **Contact Information**

### **Zogenix**

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