

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**

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* <b>FARR STEPHEN J</b>  (Last) (First) (Middle) C/O ZOGENIX, INC. 5858 HORTON STREET, SUITE 455  (Street) EMERYVILLE CA 94608  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ZOGENIX, INC. [ ZGNX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2019</b>	
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	01/10/2019		M		312	A	\$20	52,259	D	
Common Stock	01/10/2019		S		312	D <sup>(1)</sup>	\$45	51,947	D	
Common Stock	01/10/2019		M		35,001	A	\$10.35	86,948	D	
Common Stock	01/10/2019		S		35,001	D <sup>(1)</sup>	\$45	51,947	D	
Common Stock	01/10/2019		M		55,000	A	\$10.2	106,947	D	
Common Stock	01/10/2019		S		55,000	D <sup>(1)</sup>	\$45	51,947	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		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$20	01/10/2019		M		312	(2)	08/31/2019	Common Stock	312	\$0	5,000	D	
Stock Option (Right to Buy)	\$10.35	01/10/2019		M		35,001	(3)	03/13/2026	Common Stock	35,001	\$0	164,999	D	
Stock Option (Right to Buy)	\$10.2	01/10/2019		M		55,000	(4)	03/13/2027	Common Stock	55,000	\$0	110,000	D	

**Explanation of Responses:**

- The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan.
- The option award was granted on September 1, 2009 and vests in a series of twenty-four (24) successive, equal monthly installments beginning on the one-month anniversary of the grant date, subject to the Reporting Person's continued service to the Company on each applicable vesting date.
- The option award was granted on March 14, 2016 and vests in a series of forty-eight (48) successive, equal monthly installments beginning on the one-month anniversary of the grant date, subject to the Reporting Person's continued service to the Company on each applicable vesting date.
- The option award was granted on March 14, 2017 and vests in a series of forty-eight (48) successive, equal monthly installments beginning with the one-month anniversary of the grant date, subject to the Reporting Person's continued service to the Company on each applicable vesting date.

**Remarks:**

/s/ Thomas Doyle, Attorney-  
in-fact for Stephen Farr

01/11/2019

\*\* 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.**