

FORM D  
Notice of Exempt  
Offering of Securities

UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: June 30, 2012  
Estimated Average burden hours  
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)  Previous Name(s)  None Entity Type  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)   
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

3. Related Persons

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

|               |   |  |                                   |
|---------------|---|--|-----------------------------------|
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|                                     |                                    |                                 |
|-------------------------------------|------------------------------------|---------------------------------|
| Last Name                           | First Name                         | Middle Name                     |
| <input type="text" value="Nassif"/> | <input type="text" value="David"/> | <input type="text" value="W."/> |

|  |  |
|--|--|
| Street Address 1   | Street Address 2                       |
| <input type="text" value="c/o Zogenix, Inc., 12671 High Bluff Dr."/> | <input type="text" value="Suite 200"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                   | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="San Diego"/> | <input type="text" value="CA"/> | <input type="text" value="92130"/> |

|               |   |                                   |                                   |
|---------------|---|-----------------------------------|-----------------------------------|
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|---------------------------------------|--------------------------------------|---------------------------------|
| Last Name                             | First Name                           | Middle Name                     |
| <input type="text" value="Robinson"/> | <input type="text" value="Cynthia"/> | <input type="text" value="Y."/> |

|  |  |
|--|--|
| Street Address 1   | Street Address 2                       |
| <input type="text" value="c/o Zogenix, Inc., 12671 High Bluff Dr."/> | <input type="text" value="Suite 200"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                   | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="San Diego"/> | <input type="text" value="CA"/> | <input type="text" value="92130"/> |

|               |   |                                   |                                   |
|---------------|---|-----------------------------------|-----------------------------------|
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|---------------------------------------|-----------------------------------|----------------------|
| Last Name                             | First Name                        | Middle Name          |
| <input type="text" value="Haldeman"/> | <input type="text" value="J.D."/> | <input type="text"/> |

|  |  |
|--|--|
| Street Address 1   | Street Address 2                       |
| <input type="text" value="c/o Zogenix, Inc., 12671 High Bluff Dr."/> | <input type="text" value="Suite 200"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                   | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="San Diego"/> | <input type="text" value="CA"/> | <input type="text" value="92130"/> |

|               |   |                                   |                                   |
|---------------|---|-----------------------------------|-----------------------------------|
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|                                     |                                  |                                 |
|-------------------------------------|----------------------------------|---------------------------------|
| Last Name                           | First Name                       | Middle Name                     |
| <input type="text" value="Garner"/> | <input type="text" value="Cam"/> | <input type="text" value="L."/> |

|  |  |
|--|--|
| Street Address 1   | Street Address 2                       |
| <input type="text" value="c/o Zogenix, Inc., 12671 High Bluff Dr."/> | <input type="text" value="Suite 200"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                   | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="San Diego"/> | <input type="text" value="CA"/> | <input type="text" value="92130"/> |

|               |  |  |                                   |
|---------------|--|--|-----------------------------------|
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|                                      |                                   |                                  |
|--------------------------------------|-----------------------------------|----------------------------------|
| Last Name                            | First Name                        | Middle Name                      |
| <input type="text" value="Wheeler"/> | <input type="text" value="Kurt"/> | <input type="text" value="C ."/> |

|  |   |
|--|---|
| Street Address 1   | Street Address 2                        |
| <input type="text" value="c/o Clarus Ventures, One Memorial Drive"/> | <input type="text" value="Suite 1230"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                   | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="Cambridge"/> | <input type="text" value="MA"/> | <input type="text" value="02142"/> |

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|---------------|--|--|-----------------------------------|
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|------------------------------------|------------------------------------|----------------------------------|
| Last Name                          | First Name                         | Middle Name                      |
| <input type="text" value="Blair"/> | <input type="text" value="James"/> | <input type="text" value="C ."/> |

|  |   |
|--|---|
| Street Address 1   | Street Address 2  |
| <input type="text" value="c/o Domain Associates, L.L.C."/> | <input type="text" value="One Palmer Square, Suite 515"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                   | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="Princeton"/> | <input type="text" value="NJ"/> | <input type="text" value="08542"/> |

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|---------------|--|--|-----------------------------------|
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|                                   |                                    |                                  |
|-----------------------------------|------------------------------------|----------------------------------|
| Last Name                         | First Name                         | Middle Name                      |
| <input type="text" value="Bock"/> | <input type="text" value="Louis"/> | <input type="text" value="C ."/> |

|   |  |
|---|--|
| Street Address 1  | Street Address 2                                       |
| <input type="text" value="c/o Scale Venture Partners"/> | <input type="text" value="950 Tower Lane, Suite 700"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                     | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="Foster City"/> | <input type="text" value="CA"/> | <input type="text" value="94404"/> |

|               |  |  |                                   |
|---------------|--|--|-----------------------------------|
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|                                     |                                   |                      |
|-------------------------------------|-----------------------------------|----------------------|
| Last Name                           | First Name                        | Middle Name          |
| <input type="text" value="Zisson"/> | <input type="text" value="Alex"/> | <input type="text"/> |

|  |  |
|--|--|
| Street Address 1   | Street Address 2   |
| <input type="text" value="c/o Thomas, McNerney &amp; Partners"/> | <input type="text" value="60 South 6th Street, Suite 3620"/> |

|  |                                 |                                    |
|--|---------------------------------|------------------------------------|
| City                                     | State/Province/Country          | ZIP/Postal Code                    |
| <input type="text" value="Minneapolis"/> | <input type="text" value="MN"/> | <input type="text" value="55402"/> |

|               |  |  |                                   |
|---------------|--|--|-----------------------------------|
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
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Clarification of Response (if Necessary)

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|           |            |             |
|-----------|------------|-------------|
| Last Name | First Name | Middle Name |
| Mast      | Erle       | T.          |

|   |                  |
|---|------------------|
| Street Address 1                        | Street Address 2 |
| c/o Zogenix, Inc., 12671 High Bluff Dr. | Suite 200        |

|           |                        |                 |
|-----------|------------------------|-----------------|
| City      | State/Province/Country | ZIP/Postal Code |
| San Diego | CA                     | 92130           |

|               |  |  |                                   |
|---------------|--|--|-----------------------------------|
| Relationship: | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
|---------------|--|--|-----------------------------------|

Clarification of Response (if Necessary)

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#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="radio"/> <b>Agriculture</b><br><input type="radio"/> <b>Banking &amp; Financial Services</b><br><input type="radio"/> Commercial Banking<br><input type="radio"/> Insurance<br><input type="radio"/> Investing<br><input type="radio"/> Investment Banking<br><input type="radio"/> Pooled Investment Fund<br><input type="radio"/> Other Banking & Financial Services | <input type="radio"/> <b>Health Care</b><br><input type="radio"/> Biotechnology<br><input type="radio"/> Health Insurance<br><input type="radio"/> Hospitals & Physicians<br><input checked="" type="radio"/> Pharmaceuticals<br><input type="radio"/> Other Health Care                  | <input type="radio"/> <b>Retailing</b><br><input type="radio"/> <b>Restaurants</b><br><input type="radio"/> <b>Technology</b><br><input type="radio"/> Computers<br><input type="radio"/> Telecommunications<br><input type="radio"/> Other Technology         |
| <input type="radio"/> <b>Business Services</b><br><input type="radio"/> <b>Energy</b><br><input type="radio"/> Coal Mining<br><input type="radio"/> Electric Utilities<br><input type="radio"/> Energy Conservation<br><input type="radio"/> Environmental Services<br><input type="radio"/> Oil & Gas<br><input type="radio"/> Other Energy  | <input type="radio"/> <b>Manufacturing</b><br><input type="radio"/> <b>Real Estate</b><br><input type="radio"/> Commercial<br><input type="radio"/> Construction<br><input type="radio"/> REITS & Finance<br><input type="radio"/> Residential<br><input type="radio"/> Other Real Estate | <input type="radio"/> <b>Travel</b><br><input type="radio"/> Airlines & Airports<br><input type="radio"/> Lodging & Conventions<br><input type="radio"/> Tourism & Travel Services<br><input type="radio"/> Other Travel<br><input type="radio"/> <b>Other</b> |

#### 5. Issuer Size

- |   |   |
|---|---|
| <b>Revenue Range</b><br><input type="radio"/> No Revenues<br><input type="radio"/> \$1 - \$1,000,000<br><input type="radio"/> \$1,000,001 - \$5,000,000<br><input type="radio"/> \$5,000,001 - \$25,000,000<br><input type="radio"/> \$25,000,001 - \$100,000,000<br><input type="radio"/> Over \$100,000,000<br><input checked="" type="radio"/> Decline to Disclose<br><input type="radio"/> Not Applicable | <b>Aggregate Net Asset Value Range</b><br><input type="radio"/> No Aggregate Net Asset Value<br><input type="radio"/> \$1 - \$5,000,000<br><input type="radio"/> \$5,000,001 - \$25,000,000<br><input type="radio"/> \$25,000,001 - \$50,000,000<br><input type="radio"/> \$50,000,001 - \$100,000,000<br><input type="radio"/> Over \$100,000,000<br><input type="radio"/> Decline to Disclose<br><input type="radio"/> Not Applicable |
|---|---|

#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)

### 7. Type of Filing

- New Notice      Date of First Sale        First Sale Yet to Occur
- Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

### 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

### 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

### 11. Minimum Investment

Minimum investment accepted from any outside investor      \$  USD

### 12. Sales Compensation

Recipient       Recipient CRD Number  None

(Associated) Broker or Dealer  None      (Associated) Broker or Dealer CRD Number  None

Street Address 1       Street Address 2

City       State/Province/Country       ZIP/Postal Code

State(s) of Solicitation        All States

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD       Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD       Indefinite

Clarification of Response (if Necessary)

**The Issuer may sell additional Notes to such other entities and persons as may be approved by the Issuer within 180 days of July 17, 2009.**

## 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

## 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate  
Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

## 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

**Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.**

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer             | Signature                  | Name of Signer         | Title  | Date              |
|--------------------|----------------------------|------------------------|--|-------------------|
| <b>ZOGENIX INC</b> | <b>/s/ David W. Nassif</b> | <b>David W. Nassif</b> | <b>Executive VP,<br/>CFO &amp; Secretary</b> | <b>2009-07-27</b> |