

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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* HAWLEY ROGER <hr/> (Last) (First) (Middle) C/O ZOGENIX, INC. 5858 HORTON STREET, #455 <hr/> (Street) EMERYVILLE CA 94608 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol ZOGENIX, INC. [ZGNX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/07/2017 | |
| 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 | 12/07/2017 | | M | | 15,000 | A | \$15.04 | 105,575 | D | |
| Common Stock | 12/07/2017 | | S | | 15,000 | D | \$36.9163 ⁽¹⁾ | 90,575 | D | |
| Common Stock | 12/07/2017 | | M | | 12,370 | A | \$10.64 | 102,945 | D | |
| Common Stock | 12/07/2017 | | S | | 12,370 | D | \$36.4 | 90,575 | D | |
| Common Stock | 12/07/2017 | | M | | 9,000 | A | \$12.8 | 99,575 | D | |
| Common Stock | 12/07/2017 | | S | | 9,000 | D | \$36.4 | 90,575 | D | |
| Common Stock | 12/07/2017 | | M | | 20,000 | A | \$8.99 | 110,575 | D | |
| Common Stock | 12/07/2017 | | S | | 20,000 | D | \$36.4 | 90,575 | D | |
| Common Stock | 12/08/2017 | | M | | 11,797 | A | \$15.04 | 102,372 | D | |
| Common Stock | 12/08/2017 | | S | | 11,797 | D | \$37.0182 ⁽²⁾ | 90,575 | D | |
| Common Stock | 12/11/2017 | | M | | 44,741 | A | \$15.04 | 135,316 | D | |
| Common Stock | 12/11/2017 | | S | | 44,741 | D | \$36.8407 ⁽³⁾ | 90,575 | D | |
| Common Stock | 12/11/2017 | | M | | 8,462 | A | \$10.64 | 99,199 | D | |
| Common Stock | 12/11/2017 | | S | | 8,462 | D | \$36.8407 ⁽³⁾ | 90,575 | D | |
| Common Stock | 12/11/2017 | | M | | 10,000 | A | \$12.75 | 100,575 | D | |
| Common Stock | 12/11/2017 | | S | | 10,000 | D | \$36.8407 ⁽³⁾ | 90,575 | 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 | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$15.04 | 12/07/2017 | | M | | | 15,000 | (4) | 04/27/2022 | Common Stock | 15,000 | \$0.00 | 109,999 | D | |
| Stock Option (Right to Buy) | \$10.64 | 12/07/2017 | | M | | | 12,370 | (5) | 03/17/2025 | Common Stock | 12,370 | \$0.00 | 18,879 | D | |
| Stock Option (Right to Buy) | \$12.8 | 12/07/2017 | | M | | | 9,000 | (6) | 06/17/2025 | Common Stock | 9,000 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$8.99 | 12/07/2017 | | M | | | 20,000 | (7) | 07/12/2026 | Common Stock | 20,000 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$15.04 | 12/08/2017 | | M | | | 11,797 | (4) | 04/27/2022 | Common Stock | 11,797 | \$0.00 | 98,202 | D | |
| Stock Option (Right to Buy) | \$15.04 | 12/11/2017 | | M | | | 44,741 | (4) | 04/27/2022 | Common Stock | 44,741 | \$0.00 | 53,461 | D | |
| Stock Option (Right to Buy) | \$10.64 | 12/11/2017 | | M | | | 8,462 | (5) | 03/17/2025 | Common Stock | 8,462 | \$0.00 | 10,417 | D | |
| Stock Option (Right to Buy) | \$12.75 | 12/11/2017 | | M | | | 10,000 | (8) | 05/22/2027 | Common Stock | 10,000 | \$0.00 | 10,000 | D | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.90 to \$36.95, inclusive. The Reporting Person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$37.05, inclusive. The Reporting Person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.80 to \$36.90, inclusive. The Reporting Person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The option was granted on April 27, 2012 and vested in a series of forty-eight (48) successive, equal monthly installments beginning on April 27, 2012, subject to the Reporting Person's continued employment with or service to the company on each vesting date.
- The option was granted on March 17, 2015 and vested in a series of forty-eight (48) successive, equal monthly installments beginning on March 17, 2015, subject to the Reporting Person's continued employment with or service to the company on each such vesting date.
- The option was granted on June 18, 2015 and vested in a series of twelve (12) successive, equal monthly installments beginning on June 18, 2015, subject to the Reporting Person's continued service to the company on each vesting date.
- The option was granted on July 13, 2016 and vested in a series of twelve (12) successive, equal monthly installments beginning on August 1, 2016, subject to the Reporting Person's continued service to the company on each vesting date.
- The option was granted on May 23, 2017 and vests in a series of twelve (12) successive, equal monthly installments beginning on May 23, 2017, subject to the Reporting Person's continued service to the company on each vesting date.

Remarks:

/s/ Thomas Doyle, Attorney-in-fact 12/11/2017

** 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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