

MITCHELL KATE  
Form 4  
September 22, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Scale Venture Partners II, LP

2. Issuer Name and Ticker or Trading Symbol  
ZOGENIX, INC. [ZGNX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
950 TOWER LANE, SUITE 700

3. Date of Earliest Transaction (Month/Day/Year)  
09/21/2011

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Former 10% Holder

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FOSTER CITY, CA 94404

(City) (State) (Zip)

**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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price  |
| Common Stock                    | 09/21/2011                           |  | P                              |   | 1,250,000   | A  | \$ 2   |
|                                 |                                      |  |                                |   | 5,321,546   | D <sup>(1)</sup>   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                   |
|--|---------------|-----------|---------|-------------------|
|  | Director      | 10% Owner | Officer | Other             |
| Scale Venture Partners II, LP<br>950 TOWER LANE, SUITE 700<br>FOSTER CITY, CA 94404    |               |           |         | Former 10% Holder |
| Scale Venture Management II, LLC<br>950 TOWER LANE, SUITE 700<br>FOSTER CITY, CA 94404 |               |           |         | Former 10% Holder |
| MITCHELL KATE<br>950 TOWER LANE SUITE 700<br>FOSTER CITY, CA 94404                     |               |           |         | Former 10% Holder |
| O'Driscoll Rory<br>450 TOWER LANE, SUITE 700<br>FOSTER CITY, CA 94404                  |               |           |         | Former 10% Holder |
| Wienbar Sharon L<br>450 TOWER LANE, SUITE 700<br>FOSTER CITY, CA 94404                 |               |           |         | Former 10% Holder |

## Signatures

|  |            |
|--|------------|
| By: Scale Venture Management II, LLC, its General Partner, by: Kate Mitchell, Managing Member, /s/ Kate Mitchell | 09/21/2011 |
| __Signature of Reporting Person  | Date       |
| By: Kate Mitchell, Managing Member, /s/ Kate Mitchell  | 09/21/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Kate Mitchell  | 09/21/2011 |
| __Signature of Reporting Person  | Date       |
| /s/ Rory O'Driscoll  | 09/21/2011 |
| __Signature of Reporting Person  | Date       |

/s/ Sharon Wienbar

09/21/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

The securities are held directly by Scale Venture Partners II, LP ("Scale Partners"). The General Partner of Scale Partners is Scale Venture Management II, LLC ("Scale Management"). Kate Mitchell, Rory O'Driscoll and Sharon Wienbar are managing members of

- (1) Scale Management and share voting and investment power with respect to these securities. Each of the managing members of Scale Management disclaims beneficial ownership with respect to these securities except to the extent of his or her respective proportionate pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.