

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Mitchell Shawnte</u>			2. Issuer Name and Ticker or Trading Symbol <u>ZOGENIX, INC. [ZGNX]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, GC & Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O ZOGENIX, INC. 5959 HORTON STREET, SUITE 500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>EMERYVILLE CA 94608</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/07/2022		U ⁽²⁾		605 ⁽¹⁾	D	⁽²⁾	0	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)	\$26.68	03/07/2022		D		110,000		⁽³⁾⁽⁴⁾	04/19/2030	Common Stock	110,000	⁽³⁾⁽⁴⁾	0	D	
Stock Option (Right to Buy)	\$18.76	03/07/2022		D		25,000		⁽³⁾⁽⁴⁾	03/25/2031	Common Stock	25,000	⁽³⁾⁽⁴⁾	0	D	
Restricted Stock Units	⁽⁵⁾	03/07/2022		D		25,000		⁽³⁾⁽⁴⁾	⁽⁶⁾	Common Stock	25,000	⁽⁷⁾	0	D	

Explanation of Responses:

- Acquired under the Issuer's Employee Stock Purchase Plan since the last filing by the Reporting Person.
- This Form 4 reports securities disposed of pursuant to the terms of the Agreement and Plan of Merger, dated January 18, 2022, (the "Merger Agreement"), among UCB S.A., a societe anonyme formed under the laws of Belgium ("Parent"), Zinc Merger Sub, Inc., a Delaware corporation and an indirect wholly owned subsidiary of Parent ("Purchaser") and the Issuer, pursuant to which Purchaser completed a tender offer for shares of common stock of the Issuer (each, a "Share") and thereafter merged with and into the Issuer (the "Merger") effective as of March 7, 2022 (the "Effective Time"). At the Effective Time, each issued and outstanding Share was canceled and converted into the right to receive \$26.00 in cash (the "Cash Amount") plus a contingent value right ("CVR"), which CVR represents the right to receive a contingent payment of \$2.00 which amount will become payable, if at all, if a specified milestone is achieved on or prior to December 31, 2023.
- Upon the terms and subject to the conditions set forth in the Merger Agreement, (a) each outstanding option to purchase Shares (each, a "Company Option") with an exercise price less than \$26.00 (each, an "In the Money Option"), was canceled and converted into the right to receive an amount in cash equal to, subject to applicable tax withholding, the product of (i) the excess, if any of the Cash Amount over the exercise price per Share underlying such In the Money Option, multiplied by (ii) the total number of Shares subject to such In the Money Options and one CVR; (b) each Company Option with an exercise price equal to or greater than \$26.00 but less than \$28.00 (each, an "Out of the Money Option");
- (Continued from Footnote 3) was canceled and converted into the right to receive, subject to the terms of the Merger Agreement, if and when (and only if and when) payments in respect of CVRs are required to be made, \$28.00 in cash (less the applicable exercise price per Share subject to such Out of the Money Option); (c) each Company Option with an exercise price equal to or greater than \$28.00, was canceled for no consideration.
- Each restricted stock unit represents a contingent right to receive one Share.
- Not applicable.
- Pursuant to the terms of the Merger Agreement, each restricted stock unit (including performance stock units) was canceled and converted into the right to receive an amount in cash equal to (i) the product of (A) the total number of Shares subject to (or deliverable under) such restricted stock unit (with any performance conditions deemed achieved at maximum levels with respect to any performance stock unit) multiplied by (B) the Cash Amount, and (ii) one CVR with respect to each Share subject to such restricted stock unit.

Remarks:

/s/ Michael P. Smith, Attorney-in-fact for Shawnte Mitchell 03/09/2022

** 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.