

ZOGENIX, INC.  
Form 8-K  
July 11, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 8, 2016**

**ZOGENIX, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-34962**  
**(Commission**  
  
**File Number)**

**20-5300780**  
**(IRS Employer**  
  
**Identification No.)**

**5858 Horton Street, #455, Emeryville, CA**  
**(Address of Principal Executive Offices)**

**94608**  
**(Zip Code)**

**Registrant's telephone number, including area code: (510) 550-8300**

**(Former Name or Former Address, if Changed Since Last Report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On July 8, 2016, Zogenix, Inc. (the Company ) determined to no longer seek stockholder approval of the one-time option exchange program (the Option Exchange ) contemplated by the Company s Schedule 14A filed with the Securities Exchange Commission on June 3, 2016. This proposal was included as Proposal 3 in the Company s proxy statement, furnished to its stockholders in connection with the solicitation of proxies by its board of directors for its 2016 annual meeting of stockholders to be held on July 13, 2016. Proposal 3 is withdrawn and will not be considered or voted upon at the Company s 2016 annual meeting of stockholders.

The Company s board of directors reserves the right to revisit the possibility of an option exchange program at any point in the future on such terms as may be decided at that time to be in the best interest of the Company and its stockholders.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ZOGENIX, INC.

Date: July 11, 2016

By: /s/ Ann D. Rhoads  
Name: Ann D. Rhoads  
Title: Executive Vice President, Chief Financial Officer,  
Treasurer and Secretary