

ZOGENIX, INC.  
Form POS EX  
November 23, 2010

As filed with the Securities and Exchange Commission on November 23, 2010

Registration No. 333-169210

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-1**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**ZOGENIX, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)  
12671 High Bluff Drive, Suite 200

(I.R.S. Employer  
Identification Number)

San Diego, CA 92130

(858) 259-1165

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Roger L. Hawley**

**Chief Executive Officer**

**Zogenix, Inc.**

**12671 High Bluff Drive, Suite 200**

**San Diego, CA 92130**

**(858) 259-1165**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Scott N. Wolfe, Esq.  
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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-169210

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act.**

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (the Amendment ) relates to the Registrant s Registration Statement on Form S-1, as amended (File No. 333-169210), initially filed by the Registrant on September 3, 2010 and declared effective by the Securities and Exchange Commission on November 22, 2010. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules**

**(a) Exhibits**

**Exhibit**

| <b>Number</b> | <b>Description</b>              |
|---------------|---------------------------------|
| 5.1           | Opinion of Latham & Watkins LLP |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Zogenix, Inc. has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, California on the 23rd day of November, 2010.

**ZOGENIX, INC.**

By: */s/ ROGER L. HAWLEY*  
**Roger L. Hawley**  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                     | <b>Title</b>   | <b>Date</b>       |
|--|--|-------------------|
| <i>/s/ ROGER L. HAWLEY</i><br><b>Roger L. Hawley</b> | Chief Executive Officer and Director (Principal Executive Officer)   | November 23, 2010 |
| <i>/s/ ANN D. RHOADS</i><br><b>Ann D. Rhoads</b>     | Executive Vice President, Chief Financial Officer, Treasurer and Secretary<br><br>(Principal Financial and Accounting Officer) | November 23, 2010 |
| *<br><b>Cam L. Garner</b>                            | Chairman of the Board  | November 23, 2010 |
| *<br><b>James C. Blair, Ph.D.</b>                    | Director   | November 23, 2010 |
| *<br><b>Louis C. Bock</b>                            | Director   | November 23, 2010 |
| *<br><b>Stephen J. Farr, Ph.D.</b>                   | President, Chief Operating Officer and Director  | November 23, 2010 |
| *<br><b>Ken Haas</b>                                 | Director   | November 23, 2010 |
| *<br><b>Erle T. Mast</b>                             | Director   | November 23, 2010 |
| *<br><b>Arda M. Minocherhomjee, Ph.D.</b>            | Director   | November 23, 2010 |

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\*

Director

November 23, 2010

**Kurt C. Wheeler**

\* By:

/s/ ROGER L. HAWLEY  
**Roger L. Hawley**  
*Attorney-in-Fact*

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

5.1 Opinion of Latham & Watkins LLP