

ZOGENIX, INC.  
Form 8-K/A  
July 25, 2012

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

WASHINGTON, DC 20549

**FORM 8-K/A**

**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 24, 2012**

**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.)

**12400 High Bluff Drive, Suite 650,**

**92130**

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**San Diego, CA**  
(Address of Principal Executive Offices)

(Zip Code)

**Registrant's telephone number, including area code: (858) 259-1165**

(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))

**EXPLANATORY NOTE**

This Form 8-K/A amends the Current Report on Form 8-K filed by Zogenix, Inc. (the Company ) on July 24, 2012 (the Original Form 8-K ) solely to correct the Form of Warrant Agreement by and between the Company and the American Stock Transfer and Trust Company, LLC, filed as Exhibit 4.1 thereto. All other information in the Original Form 8-K remains unchanged.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
1.1(1)	Underwriting Agreement, dated July 24, 2012, by and between Zogenix, Inc. and Stifel, Nicolaus & Company, Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein
4.1	Form of Warrant Agreement by and between Zogenix, Inc. and the American Stock Transfer and Trust Company, LLC
5.1(1)	Opinion of Latham & Watkins LLP
23.1(1)	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
99.1(1)	Press Release dated July 23, 2012
99.2(1)	Press Release dated July 24, 2012

(1) Filed with the Original Form 8-K.

**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 25, 2012

By: /s/ Ann D. Rhoads

Name: Ann D. Rhoads

Title: Executive Vice President, Chief Financial Officer, Treasurer  
and Secretary

**EXHIBIT INDEX**

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