

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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