

EDELMAN JOSEPH

Form 4

October 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERCEPTIVE ADVISORS LLC

(Last) (First) (Middle)

51 ASTOR PLACE, 10TH FLOOR

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ZOGENIX, INC. [ZGNX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/29/2017		P	28,033 A	\$ 31.1854 3,476,335	I	See Footnote (1)
Common Stock	09/29/2017		P	102,199 A	\$ 31.9009 3,578,534	I	See Footnote (1)
Common Stock	09/29/2017		P	15,937 A	\$ 32.9617 3,594,471	I	See Footnote (1)
Common Stock	09/29/2017		P	8,260 A	\$ 33.8577 3,602,731	I	See Footnote (1)

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Common Stock	09/29/2017	P	6,000	A	\$ 34.9125 (6)	3,608,731	I	See Footnote (1)
Common Stock	09/29/2017	P	3,800	A	\$ 36.2645 (7)	3,612,531	I	See Footnote (1)
Common Stock	09/29/2017	P	6,153	A	\$ 37.1412 (8)	3,618,684	I	See Footnote (1)
Common Stock	09/29/2017	P	8,112	A	\$ 38.5591 (9)	3,626,796	I	See Footnote (1)
Common Stock	09/29/2017	P	12,586	A	\$ 39.2182 (10)	3,639,382	I	See Footnote (1)
Common Stock	09/29/2017	P	8,920	A	\$ 40.1436 (11)	3,648,302	I	See Footnote (1)
Common Stock	09/29/2017	P	22,055	A	\$ 27.6736 (12)	3,670,357	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERCEPTIVE ADVISORS LLC 51 ASTOR PLACE, 10TH FLOOR NEW YORK, NY 10003		X		
PERCEPTIVE LIFE SCIENCES MASTER FUND LTD 51 ASTOR PLACE, 10TH FLOOR NEW YORK, NY 10003		X		
EDELMAN JOSEPH 51 ASTOR PLACE, 10TH FLOOR NEW YORK, NY 10003		X		

Signatures

/s/ Joseph Edelman - for Perceptive Life Sciences Master Fund Ltd., By: Perceptive Advisors LLC, its investment manager, By: Joseph Edelman, its managing member	10/03/2017
__Signature of Reporting Person	Date
/s/ Joseph Edelman - for Perceptive Advisors LLC, By: Joseph Edelman, its managing member	10/03/2017
__Signature of Reporting Person	Date
/s/ Joseph Edelman	10/03/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- The securities are directly held by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"). Perceptive Advisors LLC (the "Advisor") serves as the investment manager of Master Fund. Joseph Edelman is the managing member of the Advisor. Each of Mr.
- (1) Edelman and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that either Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- The transaction was executed in multiple trades at prices ranging from \$30.55 to \$31.51. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (2) The transaction was executed in multiple trades at prices ranging from \$31.55 to \$32.50. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (3) The transaction was executed in multiple trades at prices ranging from \$32.55 to \$33.50. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (4) The transaction was executed in multiple trades at prices ranging from \$33.55 to \$34.50. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (5) The transaction was executed in multiple trades at prices ranging from \$34.60 to \$35.30. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (6)

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- (7) The transaction was executed in multiple trades at prices ranging from \$35.75 to \$36.65. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (8) The transaction was executed in multiple trades at prices ranging from \$36.80 to \$37.50. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (9) The transaction was executed in multiple trades at prices ranging from \$38.00 to \$38.95. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (10) The transaction was executed in multiple trades at prices ranging from \$39.00 to \$39.95. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (11) The transaction was executed in multiple trades at prices ranging from \$40.00 to \$40.90. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- (12) The transaction was executed in multiple trades at prices ranging from \$27.4125 to \$27.75. The price above reflects the weighted average price. Detailed information regarding the number of shares transacted at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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