

ZOGENIX, INC.  
Form 8-K/A  
October 13, 2011

**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): May 24, 2011**

**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.)**

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**12671 High Bluff Drive, Suite 200,**

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

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

**92130**  
(Zip Code)

(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 5.07 Submission of Matters to a Vote of Security Holders.**

This Current Report on Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on May 25, 2011 by Zogenix, Inc. (the Company) in order to update information disclosed under Item 5.07 Submission of Matters to a Vote of Security Holders regarding the results of voting at the Company's annual meeting of stockholders held on May 24, 2011 (the 2011 Annual Meeting).

At the 2011 Annual Meeting, the Company's stockholders voted on, among other matters, a proposal regarding the preferred frequency of stockholder advisory votes on the compensation of the Company's named executive officers or future say-on-pay votes. As previously reported by the Company, a majority of the votes cast on the frequency proposal were cast in favor of holding the say-on-pay vote on a triennial basis.

In consideration of the stockholder vote at the 2011 Annual Meeting on the frequency proposal, the Company's Board of Directors decided that the Company will hold an advisory say-on-pay vote on a triennial basis until the next stockholder vote on the frequency of say-on-pay votes, which will be no later than the Company's annual meeting of stockholders in 2017.

**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: October 13, 2011

By: /s/ Ann D. Rhoads

Name: Ann D. Rhoads

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