

ZOGENIX, INC.
Form 8-K
January 13, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 13, 2014

ZOGENIX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

12400 High Bluff Drive, Suite 650, San Diego, CA

001-34962
(Commission

File Number)

20-5300780
(IRS Employer

Identification No.)

92130

(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))

Item 2.02 Results of Operations and Financial Condition.

On January 13, 2014, Zogenix, Inc. (the Company or Zogenix) announced preliminary unaudited gross product sales and preliminary unaudited net product sales for the fourth quarter ended December 31, 2013. Zogenix expects to report fourth quarter 2013 gross product sales of approximately \$14.0 million on 141,780 units shipped, with unit volume up approximately 2.2% sequentially from third quarter 2013. Zogenix expects to report fourth quarter 2013 net product sales of approximately \$9.0 million, an increase of approximately 30% sequentially from net product sales of \$6.9 million in the third quarter 2013, which included a \$2.4 million increase to the Company's estimate of future product returns.

Gross margin for the fourth quarter 2013 is expected to be impacted by a one-time charge of approximately \$1.3 million due to scrap and excess capacity. Preliminary unaudited cash and cash equivalents as of December 31, 2013 were approximately \$72.0 million.

The preliminary estimates discussed above are subject to the completion of financial closing procedures, including final adjustment of allowances for sales returns and discounts, and other developments that may arise between now and the time the financial results for the fourth quarter are finalized, as well as the completion of the audit of the 2013 financial statements. Therefore, actual results may differ materially from these estimates. In addition, the above estimates do not present all information necessary for an understanding of Zogenix's financial condition as of December 31, 2013.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Zogenix cautions you that statements included in this report that are not a description of historical facts are forward-looking statements. Words such as believes, anticipates, plans, expects, indicates, will, intends, suggests, assuming and similar expressions are intended to identify forward-looking statements. These statements are based on the Company's current beliefs and expectations. These forward-looking statements include statements regarding preliminary financial estimates for the fourth quarter 2013, as well as Zogenix's cash position as of December 31, 2013. The inclusion of forward-looking statements should not be regarded as a representation by Zogenix that any of its plans will be achieved. Actual results may differ from those set forth in this report due to the risks and uncertainties inherent in Zogenix's business, including, without limitation: risks related to changes in estimated financial amounts based on the completion of financial closing procedures and the audit of the financial statements; and other risks described in Zogenix's filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Zogenix undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

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: January 13, 2014

By: /s/ Ann D. Rhoads
Name: Ann D. Rhoads
Title: Executive Vice President,

Chief Financial Officer,

Treasurer and Secretary