



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

March 3, 2020

Via E-mail

Michael P. Smith
Chief Financial Officer
Zogenix, Inc.
5959 Horton Street, Suite 500
Emeryville, CA 94068

**Re: Zogenix, Inc.
Form 10-Q for the Quarterly Period Ended September 30, 2019
Exhibit No. 10.1 - Exclusive License Agreement by and between the Trustees of
Columbia University and Modis Therapeutics, Inc. (as successor-in-interest to Meves
Pharmaceuticals, LLC), dated September 26, 2016
Filed November 7, 2019
File No. 001-34962**

Dear Mr. Smith:

We have concluded our assessment of your redacted exhibit for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance