

Inogen Inc  
 Form 4  
 February 21, 2014

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Versant Ventures II LLC

2. Issuer Name and Ticker or Trading Symbol  
 Inogen Inc [INGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3000 SAND HILL ROAD, BLDG. 4,  
 SUITE 210

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/20/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 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) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                  |
| Common Stock                    | 02/20/2014                           |  | C                              |   | 69,209  | A  | <u>(D)</u> 70,120                                     | I | See footnote (2) |
| Common Stock                    | 02/20/2014                           |  | C                              |   | 32,586  | A  | <u>(D)</u> 33,013                                     | I | See footnote (3) |
| Common Stock                    | 02/20/2014                           |  | C                              |   | 3,647,718   | A  | <u>(D)</u> 3,695,816                                  | I | See footnote (4) |

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 |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|---------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V                                  | (A) (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Series B Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 6,216   | (1)  | (1)             | Common Stock  | 9,019                      |
| Series C Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 3,271   | (1)  | (1)             | Common Stock  | 5,658                      |
| Series D Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 10,395  | (1)  | (1)             | Common Stock  | 19,536                     |
| Series E Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 12,998  | (1)  | (1)             | Common Stock  | 34,996                     |
| Series B Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 2,927   | (1)  | (1)             | Common Stock  | 4,247                      |
| Series C Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 1,539   | (1)  | (1)             | Common Stock  | 2,662                      |
| Series D Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 4,895   | (1)  | (1)             | Common Stock  | 9,200                      |
| Series E Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 6,120   | (1)  | (1)             | Common Stock  | 16,477                     |
| Series B Preferred Stock                   | (1)  | 02/20/2014                           |  | C                              |                                    | 327,556 | (1)  | (1)             | Common Stock  | 475,310                    |
| Series C Preferred                         | (1)  | 02/20/2014                           |  | C                              |                                    | 172,421 | (1)  | (1)             | Common Stock  | 298,312                    |



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however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.

- Shares held by Versant Venture Capital II, L.P. ("VV II"). VVC II serves as the sole general partner of VV II. Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Ph.D., Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Charles M. Warden, and (4) Barbara N. Lubash are directors and/or members of VVC II and share voting and dispositive power over the shares held by VAF II-A, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.

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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