

Inogen Inc
 Form 4
 November 07, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

3000 SAND HILL ROAD, STE 4-210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2014

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	11/05/2014		J ⁽¹⁾	3,476 D \$ 0	26,061	I	See Footnote <u>(2)</u>
Common Stock	11/05/2014		J ⁽¹⁾	243 A \$ 0	243	I	By Robertson Family Trust <u>(3)</u>
Common Stock	11/05/2014		J ⁽⁴⁾	2,798 A \$ 0	3,041	I	By Robertson Family Trust <u>(3)</u>

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Common Stock	11/05/2014	J ⁽⁴⁾	5,596	A	\$ 0	5,596	I	By Lubash Moses LLC and Evan Michael Moses Trust ⁽⁵⁾ ⁽⁶⁾
Common Stock	11/05/2014	J ⁽⁴⁾	5,199	A	\$ 0	13,640	I	By Bradley Bolzon ⁽⁷⁾
Common Stock	11/05/2014	J ⁽⁴⁾	1,469	A	\$ 0	3,782	I	By Charles Warden ⁽⁸⁾
Common Stock	11/06/2014	S	4,238	D	\$ 24,5617 ⁽⁹⁾	58,495	I	See Footnote ⁽¹⁰⁾
Common Stock	11/07/2014	S	3,150	D	\$ 23,9499 ⁽¹¹⁾	55,345	I	See Footnote ⁽¹⁰⁾
Common Stock						3,306,680	I	See Footnote ⁽¹²⁾

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

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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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Ventures II LLC 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025		X		
Versant Venture Capital II, LP ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		
Versant Side Fund II, LP ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		
Versant Affiliates Fund II-A, LP ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		
ROBERTSON REBECCA B ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		
Bolzon Bradley J PhD ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		
Warden Charles M ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		
LUBASH BARBARA N ONE SANSOME STREET SAN FRANCISCO, CA 94104		X		

Signatures

/s/ Robin L.
Praeger 11/07/2014

__Signature of
Reporting Person

Date

Robin L.
Praeger 10/08/2014

__Signature of
Reporting Person

Date

Robin L.
Praeger 10/08/2014

__Signature of
Reporting Person

Date

Robin L.
Praeger 10/08/2014

**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).
- (1) Represents a pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Versant Side Fund II, L.P. ("VSF II") to its partners.
- Shares held by VSF II. VV II serves as the sole general partner of VSF 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 Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares held by VSF II, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.
- (2) The shares are held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca B. Robertson. Rebecca B. Robertson is a trustee of the Trust.
- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.
- (4) The shares are held Lubash Moses LLC for the benefit of Barbara N. Lubash (the "LLC") for the benefit of Barbara N. Lubash. Barbara N. Lubash is a manager of the LLC.
- (5) The shares are held by the Evan Michael Moses Trust for the benefit of Barbara N. Lubash.
- (6) The shares are held by Bradley J. Bolzon. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (7) The shares are held by Charles M. Warden. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (8) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$24.13 and \$24.87 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (9) Shares held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). Versant Ventures II, LLC ("VV II") serves as the sole general partner of VAF II-A. 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 Barbara N. Lubash are directors and/or members of VV 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.
- (10) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$23.475 and \$24.34 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (11) Shares held by Versant Venture Capital II, L.P. ("VVC II"). VV II serves as the sole general partner of VVC 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 Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares held by VVC II, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.
- (12)

Remarks:

Filing 1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.