

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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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

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>1</u> 70,120	I	See footnote (2)
Common Stock	02/20/2014		C		32,586	A	<u>1</u> 33,013	I	See footnote (3)
Common Stock	02/20/2014		C		3,647,718	A	<u>1</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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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)	
					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

Stock								
Series D Preferred Stock	(1)	02/20/2014	C	547,941	(1)	(1)	Common Stock	1,029,858
Series E Preferred Stock	(1)	02/20/2014	C	684,970	(1)	(1)	Common Stock	1,844,238

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Ventures II LLC 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025		X		
Versant Venture Capital II, LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025		X		
Versant Side Fund II, LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025		X		
Versant Affiliates Fund II-A, LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA		X		

Signatures

/s/ Robin
Preager, CFO 02/21/2014

__Signature of Reporting Date
Person

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).

Each share of (i) Series B Preferred Stock will automatically convert into 1.451080982 shares of the Issuer's Common Stock, (ii) Series C Preferred Stock will automatically convert into 1.730144671 shares of the Issuer's Common Stock, (iii) Series D Preferred Stock will (1) automatically convert into 1.879505664 shares of the Issuer's Common Stock, and (iv) Series E Preferred Stock will automatically convert into 2.692436975 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

- Shares held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). Versant Ventures II, LLC ("VVC 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, (2) Bradley J. Bolzon, Charles M. Warden, and 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.
- (3) Shares held by Versant Side Fund II, L.P. ("VSF II"). VVC 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 VVC II and share voting and dispositive power over the shares held by VAF II-A,

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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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