Inogen Inc Form 4 January 06, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Form 4 or

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

1(b).

(Last)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Inogen Inc [INGN]

(Check all applicable)

(First)

(Month/Day/Year)

01/05/2015

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

ONE SANSOME STREET, SUITE 3630

(Street)

(Middle)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person X Form filed by More than One Reporting

SAN FRANCISCO, CA 94104

| (City) | (State) | (Zip) Tab | ole I - Non- | Derivativ | e Secı | ırities Acq | uired, Disposed o | of, or Benefici | ally Owned |
|--------------------------------------|---|---|---------------------------------------|--------------------------------|--------|--------------|--|--|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transacti Code (Instr. 8) | 4. Secur or(A) or D (Instr. 3, | (A) | ed of (D) | 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) |
| Common Stock | 01/05/2015 | | S | 7,946 | D | \$ 30.979 | 0 | I | By Lubash Moses LLC and Evan Michael Moses Trust (2) (3) |
| Common Stock | | | | | | | 31,334 | I | See Footnote (4) |
| Common Stock | | | | | | | 14,764 | I | See Footnote (5) |

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| Common Stock | 2,041,988 | I | See Footnote (6) |
|-----------------|-----------|-------|--|
| Common Stock | 4,280 | I | By Robertson Family Trust (7) |
| Common Stock | 35,446 | D (8) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-------------|---------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |
| | Derivative | | • | | Securities | 3 | | (Instr. | 3 and 4) | |
| | Security | | | | Acquired | | | ` | Í | |
| | J | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | 1, und 3) | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Data | Evaluation | | or | |
| | | | | | | Date Exercisable | Expiration | Title | Number | |
| | | | | | | Exercisable | Date | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |
| | | | | Couc v | (A) (D) | | | | Silaics | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Versant Ventures II LLC ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | | | |
| Versant Venture Capital II, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | | | |
| Versant Side Fund II, LP ONE SANSOME STREET | | X | | | | |

Reporting Owners 2

X

X

X

| CI | HTE | 3630 |
|-----|-----|------|
| IJι | | 2020 |

SAN FRANCISCO, CA 94104

Versant Affiliates Fund II-A, LP

ONE SANSOME STREET SUITE 3630

SAN FRANCISCO, CA 94104

ROBERTSON REBECCA B

ONE SANSOME STREET
SUITE 3630
X

SAN FRANCISCO, CA 94104

Bolzon Bradley J PhD

ONE SANSOME STREET

SUITE 3630 SAN FRANCISCO, CA 94104

Warden Charles M

ONE SANSOME STREET

SUITE 3630

SAN FRANCISCO, CA 94104

LUBASH BARBARA N ONE SANSOME STREET

SUITE 3630 SAN FRANCISCO, CA 94104

Signatures

/s/ Robin L.

01/06/2015

Praeger

**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).
- Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$30.665 and \$31.36 (1) 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.
- (2) The shares are held by Lubash Moses LLC (the "LLC") for the benefit of Barbara N. Lubash. Barbara N. Lubash is a manager of the LLC.
- (3) The shares are held by the Evan Michael Moses Trust for the benefit of one or more family member of Barbara Lubash.
 - The shares are 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.
- (4) 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.
- The shares are held by Versant Side Fund II, L.P. ("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.

(6)

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The shares are 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.

- The shares are held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca Robertson. Rebecca Robertson is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of her proportionate pecuniary interest therein.
- (8) The shares are held by Bradley J. Bolzon.

Remarks:

Filing 2 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.