

Inogen Inc
 Form 4
 January 08, 2015

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

(Last) (First) (Middle)

ONE SANSOME STREET, SUITE 3630

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/06/2015

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)
Common Stock					31,334	I	See Footnote (1)
Common Stock	01/06/2015		J(2)	6,952 D	\$ 0 7,812	I	See Footnote (3)
Common Stock	01/06/2015		J(4)	778,272 D	\$ 0 1,263,716	I	See Footnote (5)
Common Stock	01/06/2015		J(4)	136,039 A	\$ 0 136,039	I	See Footnote (6)
Common Stock	01/07/2015		J(7)	136,039 D	\$ 0 0	I	See Footnote (6)

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
Common Stock		01/07/2015		J ⁽⁷⁾	17,834 A	\$ 0 17,834	I		By Lubash Moses LLC and Evan Michael Moses Trust ⁽⁸⁾ ⁽⁹⁾
Common Stock		01/07/2015		J ⁽⁷⁾	8,916 A	\$ 0 13,196	I		By Robertson Family Trust ⁽¹⁰⁾
Common Stock		01/06/2015		J ⁽²⁾	486 A	\$ 0 13,682	I		By Robertson Family Trust ⁽¹¹⁾
Common Stock		01/07/2015		J ⁽⁷⁾	17,539 A	\$ 0 52,985	D ⁽¹²⁾		
Common Stock		01/07/2015		J ⁽⁷⁾	4,682 A	\$ 0 4,682	D ⁽¹³⁾		

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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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- (2) 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.

The shares are 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.

- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Versant Venture Capital II, L.P. ("VVC II") to its partners.

The shares are held by 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.

- (6) The shares are held by 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 Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

- (7) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.

- (8) 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.

- (9) The shares are held by the Evan Michael Moses Trust for the benefit of one or more family member of Barbara Lubash.

- (10) 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.

- (11) 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.

- (12) The shares are held by Bradley J. Bolzon.

- (13) The shares are held by Charles M. Warden.

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.

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