

Inogen Inc
 Form 4
 November 14, 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

(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)
 11/12/2014

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/12/2014 | | J ⁽¹⁾ | | 778,272 | D | \$ 0 | 2,528,408 | I | See Footnote (2) |
| Common Stock | 11/12/2014 | | J ⁽³⁾ | | 6,952 | D | \$ 0 | 19,109 | I | See Footnote (4) |
| Common Stock | 11/12/2014 | | J ⁽¹⁾ | | 113,112 | A | \$ 0 | 113,112 | I | See Footnote (5) |
| Common Stock | 11/12/2014 | | J ⁽⁶⁾ | | 113,112 | D | \$ 0 | 0 | I | See Footnote |

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| | | | | | | | | | (5) |
|--------------|------------|--|------------------|--------|---|----------------------------|--------|---|--|
| Common Stock | 11/12/2014 | | J ⁽⁶⁾ | 7,467 | A | \$ 0 | 7,467 | I | By Robertson Family Trust ⁽⁷⁾ |
| Common Stock | 11/12/2014 | | J ⁽³⁾ | 486 | A | \$ 0 | 7,953 | I | By Robertson Family Trust ⁽⁷⁾ |
| Common Stock | 11/12/2014 | | J ⁽⁶⁾ | 14,929 | A | \$ 0 | 14,929 | I | By Lubash Moses LLC and Evan Michael Moses Trust ⁽⁸⁾ ⁽⁹⁾ |
| Common Stock | 11/12/2014 | | J ⁽⁶⁾ | 14,170 | A | \$ 0 | 27,810 | I | By Bradley Bolzon ⁽¹⁰⁾ |
| Common Stock | 11/12/2014 | | J ⁽⁶⁾ | 3,919 | A | \$ 0 | 7,701 | I | By Charles Warden ⁽¹¹⁾ |
| Common Stock | 11/13/2014 | | S | 5,505 | D | \$ 25.1844 ⁽¹²⁾ | 49,840 | I | See Footnote ⁽¹³⁾ |
| Common Stock | 11/14/2014 | | S | 3,928 | D | \$ 25.0627 ⁽¹⁴⁾ | 45,912 | I | See Footnote ⁽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) | 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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

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(Instr. 3,
4, and 5)

| | | | | | | | |
|------|---|-------------|------------|-------|--|--|--|
| | | | | | | | Amount or Number of Shares |
| | | Date | Expiration | Title | | | |
| | | Exercisable | Date | | | | |
| Code | V | (A) | (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | 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 SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Versant Affiliates Fund II-A, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| ROBERTSON REBECCA B ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Bolzon Bradley J PhD ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Warden Charles M ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| LUBASH BARBARA N ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |

Signatures

/s/ Robin L.
Praeger

11/14/2014

**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 Venture Capital II, L.P. ("VVC II") to its partners.

The shares are held by VVC II. Versant Ventures II, LLC ("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.

(3) 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.

(5) 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.

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

(7) 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.

(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 Bradley J. Bolzon.

(11) The shares are held by Charles M. Warden.

(12) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$25.00 and \$25.67 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.

(13) The shares are held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). 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.

(14) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$25.00 and \$25.16 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.

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.

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