

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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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, BLDG. 4,
SUITE 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)

02/20/2014

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	02/20/2014		C		69,209	A	<u>(D)</u> 70,120	I	See footnote (2)
Common Stock	02/20/2014		C		32,586	A	<u>(D)</u> 33,013	I	See footnote (3)
Common Stock	02/20/2014		C		3,647,718	A	<u>(D)</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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	(1)	02/20/2014		C	V	(A) 6,216	(D)	(1)	(1)	Common Stock	9,019
Series C Preferred Stock	(1)	02/20/2014		C	V	(A) 3,271	(D)	(1)	(1)	Common Stock	5,658
Series D Preferred Stock	(1)	02/20/2014		C	V	(A) 10,395	(D)	(1)	(1)	Common Stock	19,536
Series E Preferred Stock	(1)	02/20/2014		C	V	(A) 12,998	(D)	(1)	(1)	Common Stock	34,996
Series B Preferred Stock	(1)	02/20/2014		C	V	(A) 2,927	(D)	(1)	(1)	Common Stock	4,247
Series C Preferred Stock	(1)	02/20/2014		C	V	(A) 1,539	(D)	(1)	(1)	Common Stock	2,662
Series D Preferred Stock	(1)	02/20/2014		C	V	(A) 4,895	(D)	(1)	(1)	Common Stock	9,200
Series E Preferred Stock	(1)	02/20/2014		C	V	(A) 6,120	(D)	(1)	(1)	Common Stock	16,477
Series B Preferred Stock	(1)	02/20/2014		C	V	(A) 327,556	(D)	(1)	(1)	Common Stock	475,310
Series C Preferred	(1)	02/20/2014		C	V	(A) 172,421	(D)	(1)	(1)	Common Stock	298,312

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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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