

Inogen Inc
Form 4
October 09, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

3000 SAND HILL ROAD, STE
4-210

(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)

10/07/2014

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock					62,733	I	See Footnote ⁽¹⁾
Common Stock					29,537	I	See Footnote ⁽²⁾
Common Stock					3,306,680	I	See Footnote ⁽³⁾
Common Stock	10/07/2014		J ⁽⁴⁾	66,857	D	\$ 0 0	D
Common Stock	10/07/2014		J	4,404	A	\$ 0 4,647	I
							By Robertson Family

Trust ⁽⁵⁾

Common Stock	10/07/2014	J	8,441	A	\$ 0	8,441	D ⁽⁶⁾
Common Stock	10/07/2014	J	2,313	A	\$ 0	2,313	D ⁽⁷⁾

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Versant Ventures II LLC 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025		X		
Versant Venture Capital II, LP 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025		X		
Versant Side Fund II, LP 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025		X		
Versant Affiliates Fund II-A, LP 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025		X		

Bolzon Bradley J PhD
3000 SAND HILL ROAD, STE 4-210 X
MENLO PARK, CA 94025

ROBERTSON REBECCA B
3000 SAND HILL ROAD, STE 4-210 X
MENLO PARK, CA 94025

Warden Charles M
3000 SAND HILL ROAD, STE 4-210 X
MENLO PARK, CA 94025

Signatures

/s/ Robin L.
Praeger 10/08/2014

__Signature of Date
Reporting Person

Robin L.
Praeger 10/08/2014

__Signature of Date
Reporting Person

Robin L.
Praeger 10/08/2014

__Signature of Date
Reporting Person

Robin L.
Praeger 10/08/2014

__Signature of Date
Reporting 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).

Shares 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. Robertson,
(1) 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.

Shares 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
(2) 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.

Shares 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
(3) 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.

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

Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca B. Robertson. Rebecca B.
(5) Robertson is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.

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- Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of
- (6) the Issuer by VV II. The shares are held by Bradley J. Bolzon. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of
- (7) the Issuer by VV II. The shares are held by Charles M. Warden. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.

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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