

Inogen Inc  
Form 4  
October 28, 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  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(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)

10/24/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 62,733                                                                                                             | I                                                                    | See<br>Footnote<br>(1)                                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 29,537                                                                                                             | I                                                                    | See<br>Footnote<br>(2)                                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 3,306,680                                                                                                          | I                                                                    | See<br>Footnote<br>(3)                                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 8,441                                                                                                              | D (4)                                                                |                                                                   |

# Edgar Filing: Inogen Inc - Form 4

Common  
Stock

2,313

D <sup>(5)</sup>

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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                               |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                            | Director      | 10% Owner | Officer | Other |
| Versant Ventures II LLC<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025          |               | X         |         |       |
| Versant Venture Capital II, LP<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025   |               | X         |         |       |
| Versant Side Fund II, LP<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025         |               | X         |         |       |
| Versant Affiliates Fund II-A, LP<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025 |               | X         |         |       |
| Bolzon Bradley J PhD<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025             |               | X         |         |       |

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

LUBASH BARBARA N  
3000 SAND HILL ROAD, STE 4-210 X  
MENLO PARK, CA 94025

## Signatures

/s/ Robin L.  
Praeger 10/28/2014

  Signature of  
Reporting Person Date

Robin L.  
Praeger 10/08/2014

  Signature of  
Reporting Person Date

Robin L.  
Praeger 10/08/2014

  Signature of  
Reporting Person Date

Robin L.  
Praeger 10/08/2014

  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).

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) 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.

(5) 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.

## Edgar Filing: Inogen Inc - Form 4

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.