

Inogen Inc
Form 4
November 14, 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)

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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Common Stock	11/12/2014	J ⁽⁶⁾	7,467	A	\$ 0	7,467	I	(5) 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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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 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 Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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