

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 *
LINK WILLIAM J PHD

(Last) (First) (Middle)
 326 BOLLAY DRIVE
 (Street)
 GOLETA, CA 93117

(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 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 02/20/2014 | | C | 69,209 | A <u>1</u> 70,120 | I | See footnote (2) |
| Common Stock | 02/20/2014 | | C | 32,586 | A <u>1</u> 33,013 | I | See footnote (3) |
| Common Stock | 02/20/2014 | | C | 3,647,718 | A <u>1</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 |

Stock

| | | | | | | | | |
|--------------------------|-----|------------|---|---------|-----|-----|--------------|-----------|
| Series D Preferred Stock | (1) | 02/20/2014 | C | 547,941 | (1) | (1) | Common Stock | 1,029,858 |
| Series E Preferred Stock | (1) | 02/20/2014 | C | 684,970 | (1) | (1) | Common Stock | 1,844,238 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LINK WILLIAM J PHD 326 BOLLAY DRIVE GOLETA, CA 93117 | X | X | | |

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact

02/21/2014

__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) Each share of (i) Series B Preferred Stock will automatically convert into 1.451080982 shares of the Issuer's Common Stock, (ii) Series C Preferred Stock will automatically convert into 1.730144671 shares of the Issuer's Common Stock, (iii) Series D Preferred Stock will automatically convert into 1.879505664 shares of the Issuer's Common Stock, and (iv) Series E Preferred Stock will automatically convert into 2.692436975 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(2) Shares held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). Versant Ventures II, LLC ("VVC II") serves as the sole general partner of VAF II-A. The reporting person is a director and/or member of VVC II and shares voting and dispositive power over the shares held by VAF II-A. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(3) Shares held by Versant Side Fund II, L.P. ("VSF II"). VVC II serves as the sole general partner of VSF II. The reporting person is a director and/or member of VVC II and shares voting and dispositive power over the shares held by VSF II. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(4) Shares held by Versant Venture Capital II, L.P. ("VV II"). VVC II serves as the sole general partner of VV II. The reporting person is a director and/or member of VVC II and shares voting and dispositive power over the shares held by VV II. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

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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