

Inogen Inc
Form 4/A
May 11, 2015

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)

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)
11/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
11/07/2014

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 | 11/05/2014 | | J ⁽¹⁾ | 3,476 D \$ 0 | 26,061 | I | See Footnote ⁽²⁾ |
| Common Stock | 11/05/2014 | | J ⁽³⁾ | 389,136 D \$ 0 | 2,917,544 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 11/05/2014 | | J ⁽⁵⁾ | 42,216 A \$ 0 | 42,216 | I | See Footnote ⁽⁶⁾ |
| Common Stock | 11/05/2014 | | J ⁽⁷⁾ | 42,216 D \$ 0 | 0 | I | See Footnote ⁽⁶⁾ |
| Common Stock | 11/05/2014 | | J ⁽¹⁾ | 194 A \$ 0 | 9,195 | I | By Atwood Edminster Trust ⁽⁸⁾ |

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| | | | | | | | | |
|--------------|------------|-------------|-------|---|------------------------|--------|---|--|
| Common Stock | 11/05/2014 | <u>J(7)</u> | 5,594 | A | \$ 0 | 14,789 | I | By Atwood Edminster Trust <u>(8)</u> |
| Common Stock | 11/05/2014 | <u>J(1)</u> | 388 | A | \$ 0 | 9,584 | I | By Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 <u>(9)</u> |
| Common Stock | 11/05/2014 | <u>J(7)</u> | 5,596 | A | \$ 0 | 15,180 | I | By Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 <u>(9)</u> |
| Common Stock | 11/05/2014 | <u>J(1)</u> | 243 | A | \$ 0 | 9,294 | I | By The Jaffe Family Trust <u>(10)</u> |
| Common Stock | 11/05/2014 | <u>J(7)</u> | 5,595 | A | \$ 0 | 14,889 | I | By The Jaffe Family Trust <u>(10)</u> |
| Common Stock | 11/05/2014 | <u>J(1)</u> | 243 | A | \$ 0 | 9,294 | I | By The Link Family Trust <u>(11)</u> |
| Common Stock | 11/05/2014 | <u>J(7)</u> | 5,595 | A | \$ 0 | 14,889 | I | By The Link Family Trust <u>(11)</u> |
| Common Stock | 11/05/2014 | <u>J(1)</u> | 486 | A | \$ 0 | 3,174 | I | By Milder Community Property Trust <u>(12)</u> |
| Common Stock | 11/05/2014 | <u>J(7)</u> | 1,398 | A | \$ 0 | 4,572 | I | By Milder Community Property Trust <u>(12)</u> |
| Common Stock | 11/06/2014 | S | 4,238 | D | \$ 24.5617 <u>(13)</u> | 58,495 | I | See Footnote <u>(14)</u> |
| Common Stock | 11/07/2014 | S | 3,150 | D | \$ 23.9499 <u>(15)</u> | 55,345 | I | See Footnote <u>(14)</u> |

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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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 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 | | |
| ATWOOD BRIAN G ONE SANSOME STREET SUITE 3630 | | X | | |

SAN FRANCISCO, CA 94104

LINK WILLIAM J PHD
 ONE SANSOME STREET X
 SUITE 3630
 SAN FRANCISCO, CA 94104

MILDER DONALD B
 ONE SANSOME STREET X
 SUITE 3630
 SAN FRANCISCO, CA 94104

COLELLA SAMUEL D
 ONE SANSOME STREET X
 SUITE 3630
 SAN FRANCISCO, CA 94104

JAFFE ROSS A MD
 ONE SANSOME STREET X
 SUITE 3630
 SAN FRANCISCO, CA 94104

Signatures

/s/ Robin L. 05/07/2015
 Praeger

**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).
- (1) 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.
 Shares held by VSF II. Versant Ventures II, LLC ("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.
- (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Versant Venture Capital II, L.P. ("VVC II") without consideration to its partners.
 Shares held by 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 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 change in the form of ownership by virtue of the receipt of shares in the pro-rata distribution of Common Stock of the Issuer by VVC II.
 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 held by VV II, however, each disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.
 The shares are held by the Atwood-Edminster Trust dated 4/2/2000 (the "Trust") for the benefit of Brian G. Atwood. Brian G. Atwood 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.
- (5)
- (6)
- (7)
- (8)

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- The shares are held by Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 for the benefit of Samuel D. Colella.
- (9) Samuel D. Colella is a general partner of Colella Family Partners and a trustee of Colella Family Trust UTA Dated 9/21/92. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (10) The shares are held by The Jaffe Family Trust (the "Trust") for the benefit of Ross A. Jaffe. Ross A. Jaffe 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.
- (11) The shares are held by The Link Family Trust (the "Trust") for the benefit of William J. Link. William J. Link 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.
- The shares are held by the Milder Community Property Trust (the "Trust") for the benefit of Donald B. Milder. Donald B. Milder 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.
- (12)
- Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$24.13 and \$24.87 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)
- Shares 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 \$23.475 and \$24.34 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.
- (15)

Remarks:

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.