

Inogen Inc
 Form 3
 February 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Versant Ventures II LLC		(Month/Day/Year)	Inogen Inc [INGN]	
(Last)	(First)	(Middle)	02/12/2014	
3000 SAND HILL ROAD,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
BLDG. 4, SUITE 210				
(Street)			(Check all applicable)	
MENLO PARK, Â CA Â 94025			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	911	I	See footnote <u>(1)</u>
Common Stock	427	I	See footnote <u>(2)</u>
Common Stock	48,098	I	See footnote <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	6,216	\$ 0	I	See footnote (1)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	3,271	\$ 0	I	See footnote (1)
Series D Preferred Stock	Â (4)	Â (4)	Common Stock	10,395	\$ 0	I	See footnote (1)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	12,998	\$ 0	I	See footnote (1)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	2,927	\$ 0	I	See footnote (2)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	1,539	\$ 0	I	See footnote (2)
Series D Preferred Stock	Â (4)	Â (4)	Common Stock	4,895	\$ 0	I	See footnote (2)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	6,120	\$ 0	I	See footnote (2)
Series B Preferred Stock	Â (4)	Â (4)	Common Stock	327,556	\$ 0	I	See footnote (3)
Series C Preferred Stock	Â (4)	Â (4)	Common Stock	172,421	\$ 0	I	See footnote (3)
Series D Preferred Stock	Â (4)	Â (4)	Common Stock	547,941	\$ 0	I	See footnote (3)
Series E Preferred Stock	Â (4)	Â (4)	Common Stock	684,970	\$ 0	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Ventures II LLC 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025	Â	Â X	Â	Â
Versant Venture Capital II, LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025	Â	Â X	Â	Â
Versant Side Fund II, LP	Â	Â X	Â	Â

3000 SAND HILL ROAD, BLDG. 4, SUITE 210
MENLO PARK, CA 94025

Versant Affiliates Fund II-A, LP
3000 SAND HILL ROAD, BLDG. 4, SUITE 210
MENLO PARK, CA 94025

Signatures

/s/ Robin
Preager, CFO

02/12/2014

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 ("VVC 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 VVC 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. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.

Shares held by Versant Side Fund II, L.P. ("VSF II"). VVC 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 VVC 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. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.

Shares held by Versant Venture Capital II, L.P. ("VV II"). VVC II serves as the sole general partner of 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 (3) Barbara N. Lubash are directors and/or members of VVC 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. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.

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 (4) 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.

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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