

Inogen Inc
Form 4
December 22, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Versant Ventures II LLC

2. Issuer Name and Ticker or Trading Symbol
Inogen Inc [INGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2014

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

ONE SANSOME STREET, SUITE 3630

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/18/2014 | | J ⁽¹⁾ | 9,235 D \$ 0 | 31,334 | I | See Footnote (2) |
| Common Stock | 12/18/2014 | | J ⁽³⁾ | 4,345 D \$ 0 | 14,764 | I | See Footnote (4) |
| Common Stock | 12/18/2014 | | J ⁽⁵⁾ | 486,420 D \$ 0 | 2,041,988 | I | See Footnote (6) |
| Common Stock | 12/18/2014 | | J ⁽⁷⁾ | 59,218 A \$ 0 | 59,218 | I | See Footnote (8) |
| Common Stock | 12/18/2014 | | J ⁽⁹⁾ | 1,126 A \$ 0 | 60,344 | I | See Footnote (8) |

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| | | | | | | | | |
|--------------|------------|-------------------------|--------|---|------|--------|---|---|
| Common Stock | 12/18/2014 | <u>J⁽¹⁰⁾</u> | 60,344 | D | \$ 0 | 0 | I | See Footnote <u>(8)</u> |
| Common Stock | 12/18/2014 | <u>J⁽⁷⁾</u> | 7,950 | A | \$ 0 | 35,843 | I | By Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 <u>(11)</u> |
| Common Stock | 12/18/2014 | <u>J⁽¹²⁾</u> | 488 | A | \$ 0 | 36,331 | I | By Collela Family Partners and Collela Family Trust UTA Dated 9/21/92 <u>(11)</u> |
| Common Stock | 12/18/2014 | <u>J⁽⁷⁾</u> | 7,942 | A | \$ 0 | 38,051 | I | By Atwood Edminster Trust <u>(13)</u> |
| Common Stock | 12/18/2014 | <u>J⁽¹²⁾</u> | 244 | A | \$ 0 | 38,295 | I | By Atwood Edminster Trust <u>(13)</u> |
| Common Stock | 12/18/2014 | <u>J⁽⁷⁾</u> | 7,944 | A | \$ 0 | 38,248 | I | By The Jaffe Family Trust <u>(14)</u> |
| Common Stock | 12/18/2014 | <u>J⁽¹²⁾</u> | 305 | A | \$ 0 | 38,553 | I | By The Jaffe Family Trust <u>(14)</u> |
| Common Stock | 12/18/2014 | <u>J⁽⁷⁾</u> | 7,944 | A | \$ 0 | 38,248 | I | By The Link Family Trust <u>(15)</u> |
| Common Stock | 12/18/2014 | <u>J⁽¹²⁾</u> | 305 | A | \$ 0 | 38,553 | I | By The Link Family Trust <u>(15)</u> |
| Common Stock | 12/18/2014 | <u>J⁽⁷⁾</u> | 1,986 | A | \$ 0 | 11,263 | I | By Milder Community Property Trust <u>(16)</u> |
| Common Stock | 12/18/2014 | <u>J⁽¹²⁾</u> | 607 | A | \$ 0 | 11,870 | I | By Milder Community Property Trust <u>(16)</u> |

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

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 SAN FRANCISCO, CA 94104 | | X | | |
| | | X | | |

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

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

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

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

ROBERTSON REBECCA B
 ONE SANSOME STREET
 SUITE 3630
 SAN FRANCISCO, CA 94104 X

Signatures

/s/ Robin L.
 Praeger 11/22/2014

__Signature of Reporting Person Date

Robin L.
 Praeger 11/12/2014

__Signature of Reporting Person Date

Robin L.
 Praeger 11/12/2014

__Signature of Reporting Person Date

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Date

Robin L.
Praeger 11/12/2014

**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 by Versant Affiliates Fund II-A, L.P. ("VAF II-A") without consideration to its partners.

(2) The shares are held by 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, 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.

(3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Versant Side Fund II, L.P. ("VSF II") without consideration to its partners.

(4) 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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VVC II without consideration to its partners.

(6) The shares are 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.

(7) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VVC II.

(8) 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 in such shares.

(9) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VAF II-A.

(10) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.

(11) The shares are held by Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 for the benefit of Samuel D. Colella. 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.

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- (12) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VSF II without consideration to its partners.
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.
- (13) The shares are held by the 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.
The shares are held by the 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.
- (14) 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.
- (15) 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.

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. 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.