
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 19, 2023

INOGEN, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36309
(Commission File Number)

33-0989359
(IRS Employer
Identification No.)

301 Coromar Drive
Goleta, California
(Address of Principal Executive Offices)

93117
(Zip Code)

Registrant's Telephone Number, Including Area Code: (805) 562-0500

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	INGN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Director

On March 19, 2023, Kristen Miranda notified Inogen, Inc. (“the Company”) of her resignation as a member of the Board of Directors (the “Board”) of the Company, the Compliance Committee of the Board (the “Compliance Committee”), and the Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”), in each case effective as of March 31, 2023. Ms. Miranda’s resignation is not the result of any disagreement with the Company relating to the Company’s operations, policies or practices.

Appointment of Director

On March 21, 2023, the Board, upon recommendation of the Nominating and Governance Committee, appointed Thomas A. West to the Board, effective April 1, 2023. Mr. West will serve as a Class III director, with a term expiring at the annual meeting of stockholders to be held in 2023. In addition, the Board appointed Mr. West as a member of the Nominating and Governance Committee and the Compliance Committee, in each case also effective as of April 1, 2023.

Mr. West, 59, serves as the President and Chief Executive Officer and is an executive Director of the Board of Nalu Medical, Inc., a privately held medical device company focused on neurostimulation to treat chronic intractable pain. He joined Nalu in August 2022. Before joining Nalu, Mr. West served from 2019 to 2022 as President, Chief Executive Officer and Director at Intersect ENT, Inc., a publicly traded medical device and drug delivery company in the sinus surgery space. Intersect ENT was acquired by Medtronic in May of 2022. Prior to Intersect, Mr. West served as Worldwide President, Diagnostic Solutions at Hologic, Inc., a medical technology company, from 2015 to 2019. Mr. West began his healthcare career at Johnson & Johnson where he assumed roles of increasing responsibility over a twenty-three-year tenure including Worldwide President of Strategy and Business Development for the Johnson & Johnson Family of Diabetes Solutions Companies, Division President of LifeScan North America and Division President of LifeScan Europe, Middle East and Africa. Mr. West was an independent member of the Board of Directors of Orthofix Medical, Inc. (NASDAQ:OFIX) from 2021 to 2023. He has also previously been a member of the Board of Directors medical technology trade associations, AdvaMed and Biocom California. Mr. West received a B.A. in Politics and Economics from Princeton University and an MBA from the University of Pennsylvania, Wharton School.

Mr. West will be compensated in accordance with the Company’s outside director compensation policy (the “Policy”). Pursuant to the Policy, Mr. West will be entitled to receive the following cash fees: \$45,000 per year for service as a member of the Board and \$5,000 per year for service as a member of each of the Nominating and Governance Committee and Compliance Committee, each paid quarterly in arrears on a pro-rata basis.

In connection with his appointment to the Board as a non-employee director and pursuant to the Company’s 2014 Equity Incentive Plan and the Policy, Mr. West will also automatically receive an initial award of restricted stock units covering 1,712 shares of Common Stock of the Company, which award will vest on the earlier of (i) June 8, 2023 or (ii) the day prior to the date of the next annual meeting of the Company’s stockholders, subject to Mr. West continuing to be a service provider of the Company.

Mr. West has been provided the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-192605) filed with the Securities and Exchange Commission on November 7, 2013.

There is no arrangement or understanding between Mr. West and any other persons pursuant to which Mr. West was elected as a director. In addition, Mr. West is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no family relationships between Mr. West and any of the Company’s directors or executive officers.

Item 7.01. Regulation FD Disclosure.

On March 22, 2023, the Company issued a press release announcing Mr. West’s appointment as a director. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
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99.1 [Press Release, dated March 22, 2023.](#)

104 The cover page of this Current Report on Form 8-K, formatted in inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INOGEN, INC.

Date: March 22, 2023

By: /s/ Kristin Caltrider
Kristin Caltrider
Executive Vice President
Chief Financial Officer
Treasurer
(Principal Accounting and Financial Officer)



Inogen Announces Appointment of Tom West to Board of Directors and Retirement of Board Member Kristen Miranda

GOLETA, Calif., March 22, 2023 – Inogen, Inc. (Nasdaq: INGN), a medical technology company offering innovative respiratory products for use in the homecare setting, today announced the appointment of Tom West to Inogen’s Board of Directors, effective April 1, 2023. The company also announced that Kristen Miranda, who has served as a director since March 2021, will retire as a member of the Board of Directors, effective March 31, 2023.

“We are pleased to welcome Tom West to the Inogen Board. Tom brings additional general management and operational experience to the Inogen Board with his history of leadership and business success in medical technology and life sciences healthcare spaces,” said Elizabeth Mora, Chairperson of the Board. “Under the leadership of Nabil Shabshab, Inogen’s President and CEO, we have made significant progress in rebuilding Inogen into a MedTech company that is capable of delivering durable growth as we successfully execute on our strategic initiatives, advance our prescriber growth strategy and drive productivity and efficiency of our commercial operations. The addition of Tom West will further elevate the partnership between the Board and the executive team to advance Inogen’s transformation into a global respiratory care leader.”

“On behalf of the Board of Directors, I would also like to thank Kristen Miranda for her commitment and many valuable contributions to the Board,” said Ms. Mora. “She has brought a lot of experience and thought partnership around the healthcare space and channel dynamics, specifically around the aspects of consumer health.”

Tom West serves as President and Chief Executive Officer and is an executive Director of the Board of Nalu Medical, Inc., a privately held medical technology company focused on neurostimulation to treat chronic intractable pain. He joined Nalu in August 2022. Before joining Nalu, Mr. West served from 2019 to 2022 as President, Chief Executive Officer and Director at Intersect ENT, Inc., a publicly traded medical device and drug delivery company in the sinus surgery space. Intersect ENT was acquired by Medtronic in May of 2022 doubling its enterprise value in less than three years despite the COVID pandemic. Prior to Intersect, Mr. West served as Worldwide President, Diagnostic Solutions at Hologic from 2015 to 2019. Mr. West began his healthcare career at Johnson & Johnson where he assumed roles of increasing responsibility over a twenty-three-year tenure including Worldwide President of Strategy and Business Development for the J&J Family of Diabetes Solutions Companies, Division President of LifeScan North America and Division President of LifeScan Europe, Middle East and Africa.

Mr. West served as an independent member of the Board of Directors of publicly traded Orthofix from 2021 to 2023. He has also been a member of the Board of medical technology trade

associations, AdvaMed and Biocom California. Mr. West received a B.A. in Politics and Economics from Princeton University and an MBA from the University of Pennsylvania, Wharton School.

“I am thrilled to have the opportunity to advance Inogen’s transformation into a global respiratory care leader,” said Tom West. “Inogen has been an industry innovator, I look forward to adding my operating experience accelerating growth opportunities to help the Company enhance the value it delivers to its patients, customers and shareholders.”

In connection with the appointment, Mr. West will be joining the Compliance Committee as well as the Nominating and Governance Committee of the Board.

About Inogen

Inogen, Inc. (Nasdaq: INGN) is a leading global medical technology company offering innovative respiratory products for use in the homecare setting. Inogen supports patient respiratory care by developing, manufacturing, and marketing innovative best-in-class portable oxygen concentrators used to deliver supplemental long-term oxygen therapy to patients suffering from chronic respiratory conditions. Inogen partners with patients, prescribers, home medical equipment providers, and distributors to make its oxygen therapy products widely available allowing patients the chance to remain ambulatory while managing the impact of their disease.

For more information, please visit www.inogen.com.

Inogen has used, and intends to continue to use, its Investor Relations website, <http://investor.inogen.com/>, as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. For more information, visit <http://investor.inogen.com/>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements with respect to the announced changes to Inogen’s board of directors; statements concerning or implying Inogen’s future financial performance; statements regarding Inogen’s goals and potential, including the potential for Inogen to achieve durable growth; statements regarding the partnership between Inogen’s board of directors and management; the ability of management and board of directors personnel to contribute to the execution of Inogen’s strategic plans and goals; and the ability of Inogen to become a prominent leader in respiratory care. Any statements contained in this communication that are not statements of historical fact may be deemed to be forward-looking statements. Words such as “believes,” “anticipates,” “plans,” “expects,” “will,” “intends,” “potential,” “possible,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results, including but not limited to, risks related to its announced management and organizational changes, and risks arising from the possibility that Inogen will not realize anticipated future financial performance

or strategic goals. In addition, Inogen's business is subject to numerous additional risks and uncertainties, including, among others, risks relating to market acceptance of its products; competition; its sales, marketing and distribution capabilities; its planned sales, marketing, and research and development activities; interruptions or delays in the supply of components or materials for, or manufacturing of, its products; seasonal variations; unanticipated increases in costs or expenses; and risks associated with international operations. Information on these and additional risks, uncertainties, and other information affecting Inogen's business operating results are contained in its Annual Report on Form 10-K for the period ended December 31, 2021, and in its other filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date hereof. Inogen disclaims any obligation to update these forward-looking statements except as may be required by law.

Contact:

Agnes Lee

ir@inogen.net
