

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

**FORM S-8
REGISTRATION STATEMENT**

*Under
THE SECURITIES ACT OF 1933*

Inogen, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

33-0989359
(I.R.S. Employer
Identification No.)

**859 Ward Drive
Goleta, California 93111**
(Address of principal executive offices)

Inogen, Inc. 2014 Employee Stock Purchase Plan
(Full title of the plan)

Kevin R. M. Smith
Chief Executive Officer and President
Inogen, Inc.

**859 Ward Drive
Goleta, California 93111**
(Name and address of agent for service)

(805) 562-0500
(Telephone number, including area code, of agent for service)

Copies to:

Sarah C. Griffiths
Covington & Burling LLP
One International Place, Suite 1020
Boston, MA 02110
Telephone: (617) 603-8800

Kevin P. Smith
General Counsel
Inogen, Inc.
859 Ward Drive
Goleta, California 93111
Telephone: (805) 562-0500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

This Registration Statement registers on Form S-8 (the “**Registration Statement**”) 179,069 shares of common stock, par value \$0.001 per share (“**Common Stock**”), reserved for issuance pursuant to future awards under the Registrant’s 2014 Employee Stock Purchase Plan (the “**2014 ESPP**”) as a result of the annual evergreen increase under the 2014 ESPP. In accordance with Section E of the General Instructions to Form S-8, the contents of the previous registration statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “**Commission**”) on (i) February 18, 2014 (File No. 333-194016), (ii) May 4, 2015 (File No. 333-203842), (iii) March 14, 2016 (File No. 333-210175), (iv) March 1, 2017 (File No. 333-216352), (v) February 28, 2018 (File No. 333-223280), (vi) February 24, 2023 (File No. 333-270009), and (vii) March 1, 2024 (File No. 333-277601) are incorporated by reference herein. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and in accordance therewith files reports, proxy statements and other information with the Commission. The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (1) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on February 28, 2025 (the “**Annual Report**”);
- (2) All other reports filed with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report (other than the portions of these documents not deemed to be filed); and
- (3) The description of the Registrant’s common stock contained in the Company’s Registration Statement on [Form 8-A](#) (File No. 001-36309) filed with the Commission on February 10, 2014, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
4.1	Specimen common stock certificate of Registrant.	S-1/A	333-192605	4.1	1/16/14
4.2+	2014 Employee Stock Purchase Plan.	S-1/A	333-192605	10.8	1/28/14
5.1*	Opinion of Covington & Burling LLP.				
23.1*	Consent of Deloitte and Touche, LLP, Independent Registered Public Accounting Firm.				
23.2*	Consent of Covington & Burling LLP (contained in Exhibit 5.1 hereto).				
24.1*	Power of Attorney (contained on signature page hereto).				
107*	Filing Fee Table				

+ Indicates management contract or compensatory plan, contract or arrangement.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Goleta, State of California, on February 28, 2025.

INOGEN, INC.

By: /s/ Kevin R. M. Smith
Kevin R. M. Smith
Chief Executive Officer, President and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kevin R. M. Smith and Michael Bourque, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (including his or her capacity as a director and/or officer of Inogen, Inc.) to sign the Registration Statement on Form S-8 of Inogen, Inc., and any and all amendments (including post-effective amendments) thereto, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as they, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Kevin R. M. Smith Kevin R. M. Smith	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	February 28, 2025
/s/ Michael Bourque Michael Bourque	Chief Financial Officer <i>(Principal Accounting and Financial Officer)</i>	February 28, 2025
/s/ Elizabeth Mora Elizabeth Mora	Chairperson of the Board	February 28, 2025
/s/ Glenn Boehnlein Glenn Boehnlein	Director	February 28, 2025
/s/ Kevin King Kevin King	Director	February 28, 2025
/s/ Mary Katherine Ladone Mary Katherine Ladone	Director	February 28, 2025
/s/ Heather Rider Heather Rider	Director	February 28, 2025
/s/ Mira Sahney Mira Sahney	Director	February 28, 2025

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One International Place
Suite 1020
Boston, MA 02110-2600
T +1 617 603 8800

February 28, 2025

Inogen, Inc.
859 Ward Drive
Goleta, California 93111

Ladies and Gentlemen:

We have acted as counsel to Inogen, Inc., a Delaware corporation (the “Company”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “Act”), of 179,069 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), issuable under the Inogen, Inc. 2014 Employee Stock Purchase Plan (the “Plan”), pursuant to the registration statement on Form S-8 being filed with the Securities and Exchange Commission on the date hereof (such registration statement is referred to herein as the “Registration Statement”).

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and paid for in accordance with the terms of the Company’s Thirteenth Amended and Restated Certificate of Incorporation, the Plan and any individual agreements relating to such Shares, will be validly issued, fully paid and nonassessable.

We are members of the bar of the Commonwealth of Massachusetts. We do not express any opinion herein on any laws other than the General Corporation Law of the State of Delaware and reported judicial decisions interpreting such law.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Covington & Burling LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2025 relating to the financial statements of Inogen, Inc. and the effectiveness of Inogen, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Inogen, Inc. for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Los Angeles, California
February 28, 2025

Calculation of Filing Fee Tables

Form S-8
(Form Type)Inogen, Inc.
(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee ⁽³⁾
Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and Rule 457(h)	179,069 ⁽⁴⁾	\$8.38	\$1,500,777.29	0.0001531	\$229.77
Total Offering Amounts							
Total Fee Offsets							—
Net Fee Due							\$229.77

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) also covers any additional shares of Inogen, Inc.’s (the “Registrant”) common stock, par value \$0.001 per share (“Common Stock”), that may become issuable under the Inogen, Inc. 2014 Employee Stock Purchase Plan (the “2014 ESPP”) to prevent dilution in the event of a reorganization, reclassification, stock split, dividend or distribution, or other similar transaction.
- (2) Pursuant to Rule 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is \$8.38, which is 85% of the average of the high and low prices of shares of Common Stock on The Nasdaq Global Select Market on February 26, 2025 (such date being within five business days of the date that this Registration Statement was filed with the U.S. Securities and Exchange Commission). Pursuant to the 2014 ESPP, the purchase price of the shares of Common Stock reserved for issuance thereunder will be 85% of the lower of the fair market value of the Common Stock on (i) the first trading day of the offering period or (ii) the exercise date.
- (3) The Registrant does not have any fee offsets.
- (4) Represents an automatic increase in the number of shares of Common Stock reserved for issuance pursuant to future awards under the 2014 ESPP as a result of the annual evergreen increase under the 2014 ESPP.

