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

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**FORM S-8  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

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**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.)

**326 Bollay Drive  
Goleta, California 93117**  
(Address of principal executive offices, including zip code)

**Inogen, Inc. 2002 Stock Incentive Plan  
Inogen, Inc. 2012 Equity Incentive Plan  
Inogen, Inc. 2014 Equity Incentive Plan  
Inogen, Inc. 2014 Employee Stock Purchase Plan**  
(Full title of the plan)

**Raymond Huggenberger  
326 Bollay Drive  
Goleta, California 93117  
(805) 562-0500**  
(Name, address and telephone number, including area code, of agent for service)

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*Copy to:*

**Martin J. Waters  
Robert F. Kornegay  
Wilson Sonsini Goodrich & Rosati,  
Professional Corporation  
633 West Fifth Street, 15th Floor  
Los Angeles, CA 90071  
Telephone: (323) 210-2900  
Facsimile: (866) 974-7329**

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

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		Proposed	Proposed	
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Title of Securities to be Registered	Amount to be Registered (1)	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share, issuable upon conversion of options outstanding under the Inogen, Inc. 2002 Stock Incentive Plan	1,381,545 (2)	\$1.11 (6)	\$1,533,514.95	\$197.52
Common Stock, \$0.001 par value per share, issuable upon conversion of options outstanding under the Inogen, Inc. 2012 Equity Incentive Plan	940,257 (3)	\$3.16 (7)	\$2,971,212.12	\$382.70
Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Inogen, Inc. 2014 Equity Incentive Plan	895,346 (4)	\$15.45 (8)	\$13,833,095.70	\$1,781.71
Common Stock, \$0.001 par value per share, reserved for issuance pursuant to the Inogen, Inc. 2014 Employee Stock Purchase Plan	179,069 (5)	\$13.14 (9)	\$2,352,966.66	\$303.07
<b>TOTAL:</b>	<b>3,396,217</b>		<b>\$20,690,789.43</b>	<b>\$2,665.00</b>

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2002 Stock Incentive Plan, as amended (the "**2002 Plan**"), the Inogen, Inc. 2012 Equity Incentive Plan, as amended (the "**2012 Plan**"), the Inogen, Inc. 2014 Equity Incentive Plan (the "**2014 Plan**"), and Inogen, Inc. 2014 Employee Stock Purchase Plan (the "**2014 ESPP**"), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents 1,381,545 shares of common stock reserved for issuance pursuant to stock option awards outstanding under the 2002 Plan as of the date of this Registration Statement. To the extent that any such awards are forfeited or lapse unexercised subsequent to the date of this Registration Statement, the shares of common stock reserved for issuance pursuant to such awards will become available for issuance under the 2014 Plan. See footnote 4 below.
- (3) Represents 940,257 shares of common stock reserved for issuance pursuant to stock option awards outstanding under the 2012 Plan as of the date of this Registration Statement. To the extent that any such awards are forfeited or lapse unexercised subsequent to the date of this Registration Statement, the shares of common stock reserved for issuance pursuant to such awards will become available for issuance under the 2014 Plan. See footnote 4 below.
- (4) Represents 895,346 shares of common stock reserved for issuance pursuant to future awards under the 2014 Plan. To the extent that any awards outstanding under the 2002 Plan or 2012 Plan are forfeited or lapse subsequent to the date of this Registration Statement, the shares of common stock reserved for issuance pursuant to such awards as of the date of this Registration Statement will become available for issuance under the 2014 Plan. See footnotes 2 and 3 above.
- (5) Represents 179,069 shares of common stock reserved for issuance pursuant to future awards under the 2014 ESPP.
- (6) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$1.11, the weighted-average exercise price of per share of stock option awards outstanding under the 2002 Plan as of the date of this Registration Statement.
- (7) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee on the basis of \$3.16, the weighted-average exercise price per share of stock option awards outstanding under the 2012 Plan as of the date of this Registration Statement.
- (8) Estimated in accordance with paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the total registration fee. Computation based on the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Select Market on February 14, 2014.
- (9) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the total registration fee. Computation based upon 85% (see explanation in following sentence) of the average of the high and low prices of the Registrant's common stock as reported on the NASDAQ Global Select Market on February 14, 2014. 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.

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## PART I

### INFORMATION REQUIRED IN THE PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement on Form S-8 (the “**Registration Statement**”) in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “**Securities Act**”), and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

Inogen, Inc. (the “**Registrant**”) hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the “**Commission**”):

(1) Amendment No. 5 to the Registrant’s Registration Statement on Form S-1 filed with the Commission on February 12, 2014 (File No. 333-192605), which contains the Registrant’s financial statements for the latest fiscal year for which such statements have been filed;

(2) The Registrant’s prospectus to be filed with the Commission on or about February 14, 2014 pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form S-1, as amended (File No. 333-192605); 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 Securities Exchange Act of 1934, as amended (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 4. Description of Securities.

Not applicable.

#### Item 5. Interests of Named Experts and Counsel.

Not applicable.

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**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors, and other corporate agents.

As permitted by Section 102(b)(7) of the Delaware General Corporation Law, the Registrant has adopted a thirteenth amended and restated certificate of incorporation includes provisions that eliminate the personal liability of its directors and officers for monetary damages for breach of their fiduciary duty as directors and officers.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, the thirteenth amended and restated certificate of incorporation and amended and restated bylaws as adopted by the Registrant provide that:

- The Registrant shall indemnify its directors and officers for serving the Registrant in those capacities or for serving other business enterprises at the Registrant's request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.
- The Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.
- The Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, except that such director or officer shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.
- The Registrant is not obligated pursuant to its amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings authorized by the Registrant's board of directors or brought to enforce a right to indemnification.
- The rights conferred in the thirteenth amended and restated certificate of incorporation and amended and restated bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers, employees, and agents and to obtain insurance to indemnify such persons.
- The Registrant may not retroactively amend the bylaw provisions to reduce its indemnification obligations to directors, officers, employees, and agents.

The Registrant has entered into separate indemnification agreements with each of its directors and certain of its officers that provide the maximum indemnity allowed to directors and executive officers by Section 145 of the Delaware General Corporation Law and also to provide for certain additional procedural protections. The Registrant also maintains directors and officers insurance to insure such persons against certain liabilities.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its directors and certain of its officers may be sufficiently broad to permit the indemnification of the Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable

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**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	Specimen common stock certificate of Registrant (which is incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-192605), as declared effective by the Commission on February 12, 2014 (the " <b>Registrant's Form S-1</b> ")).
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm
23.2	Consent of Macias Gini & O'Connell LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (contained on signature page hereto).
99.1	2002 Stock Incentive Plan, as amended, (which are incorporated herein by reference to Exhibit 10.2 to the Registrant's Form S-1).
99.2	Form of Notice of Stock Option Grant and Stock Option Agreement under the 2002 Stock Incentive Plan, as amended (which are incorporated herein by reference to Exhibit 10.3 to the Registrant's Form S-1).
99.3	2012 Equity Incentive Plan, as amended, (which is incorporated herein by reference to Exhibit 10.4 to the Registrant's Form S-1).
99.4	Form of Stock Option Agreement under the 2012 Equity Incentive Plan (which is incorporated herein by reference to Exhibit 10.5 to the Registrant's Form S-1).
99.5	2014 Equity Incentive Plan (which are incorporated herein by reference to Exhibit 10.6 to the Registrant's Form S-1).
99.6	Form Agreements under the 2014 Equity Incentive Plan (which are incorporated herein by reference to Exhibit 10.7 to the Registrant's Form S-1).
99.7	2014 Employee Stock Purchase Plan (which is incorporated herein by reference to Exhibit 10.8 to the Registrant's Form S-1).

**Item 9. Undertakings.**

A. The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

*Provided, however*, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

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(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## 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 18, 2014.

### INOGEN, INC.

By: /s/ Raymond Huggenberger  
Raymond Huggenberger  
*President and Chief Executive Officer*

## POWER OF ATTORNEY

*KNOW ALL PERSONS BY THESE PRESENTS*, that each person whose signature appears below hereby constitutes and appoints Raymond Huggenberger and Alison Bauerlein and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy and agent 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 he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Raymond Huggenberger</u> Raymond Huggenberger	President, Chief Executive Officer and Director (Principal Executive Officer)	February <u>18</u> , 2014
<u>/s/ Alison Bauerlein</u> Alison Bauerlein	Chief Financial Officer (Principal Accounting and Financial Officer)	February <u>18</u> , 2014
<u>/s/ Heath Lukatch, Ph.D</u> Heath Lukatch, Ph.D	Chairman of the Board	February <u>18</u> , 2014
<u>/s/ Benjamin Anderson-Ray</u> Benjamin Anderson-Ray	Director	February <u>18</u> , 2014
<u>/s/ Stephen E. Cooper</u> Stephen E. Cooper	Director	February <u>18</u> , 2014
<u>/s/ William J. Link, Ph.D.</u> William J. Link, Ph.D.	Director	February <u>18</u> , 2014
<u>/s/ Charles E. Larsen</u> Charles E. Larsen	Director	February <u>18</u> , 2014
<u>/s/ Loren McFarland</u> Loren McFarland	Director	February <u>18</u> , 2014
<u>/s/ Timothy Petersen</u> Timothy Petersen	Director	February 18, 2014

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## INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
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5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm
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99.7	2014 Employee Stock Purchase Plan (which is incorporated herein by reference to Exhibit 10.8 to the Registrant's Form S-1).



OPINION OF WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION

February 18, 2014

Inogen, Inc.  
326 Bollay Drive  
Goleta, California 93117

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Inogen, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of 1,381,545 shares of Common Stock reserved for issuance pursuant to the Inogen, Inc. 2002 Stock Incentive Plan, as amended, 940,257 shares of Common Stock reserved for issuance pursuant to the Inogen, Inc. 2012 Equity Incentive Plan, as amended, 895,346 shares of Common Stock reserved for issuance pursuant to the Inogen, Inc. 2014 Equity Incentive Plan and 179,069 shares of Common Stock reserved for issuance pursuant to the Inogen, Inc. 2014 Employee Stock Purchase Plan (which plans are referred to herein as the “**Plans**” and which shares of Common Stock are referred to herein as the “**Shares**”).

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be legally and validly issued, fully paid, and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation  
/s/ Wilson Sonsini Goodrich & Rosati, P.C.

**Consent of Independent Registered Public Accounting Firm**

Inogen, Inc.  
Goleta, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 15, 2013, except for the reverse stock split disclosed in Note 11 which is as of November 12, 2013 relating to the financial statements of Inogen, Inc. appearing in the Company's Registration Statement on Form S-1 (Registration No. 333-192605) dated February 13, 2014.

/s/ BDO USA, LLP  
Los Angeles, California

February 18, 2014

**Consent of Independent Registered Public Accounting Firm**

Inogen, Inc.  
Goleta, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 15, 2013, except for the reverse stock split disclosed in Note 11 which is as of November 12, 2013 relating to the financial statements of Inogen, Inc. appearing in the Company's Registration Statement on Form S-1 (Registration No. 333-192605) dated February 13, 2014.

/s/ Macias Gini & O'Connell LLP

Los Angeles, California  
February 18, 2014