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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported)**  
August 6, 2014

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**Inogen, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36309**  
(Commission  
File Number)

**33-0989359**  
(IRS Employer  
Identification No.)

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

**(805) 562-0500**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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 (see General Instruction A.2. below):

- 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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.****(b) Resignation of Director**

On August 6, 2014, Charles E. Larsen notified Inogen, Inc. (the "Company") that he has resigned as a member of the Board of Directors (the "Board") of the Company and the Audit Committee of the Board (the "Audit Committee"), effective immediately. Mr. Larsen's resignation is not the result of any disagreement with the Company relating to the Company's operations, policies or practices. The Board has appointed Benjamin Anderson-Ray, one of the Company's current directors, to replace Mr. Larsen on the Company's Audit Committee.

**(d) Election of Director**

On August 6, 2014, the Board elected Heather D. Rider to the Board, effective immediately. Ms. Rider will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held in 2015. In addition, on the same date, the Board appointed Ms. Rider as a member of the Compensation, Nominating and Governance Committee of the Board, replacing Benjamin Anderson-Ray.

Ms. Rider, age 55, served as Vice President, Global Human Resources of Cymer, Inc., a publicly-traded supplier of light sources for semiconductor manufacturing that was acquired by ASML Holding NV in May 2013, from September 2012 to November 2013. From October 2010 to September 2012, Ms. Rider served as Senior Vice President, Global Human Resources of Alphatec Holdings, Inc., a publicly-traded medical device company focused on surgical treatment of spine disorders, and from January 2006 to October 2010, she served as Vice President, Human Resources of Intuitive Surgical, Inc., a publicly-traded manufacturer of robotic surgical systems. Ms. Rider holds a B.A. in Psychology from Claremont McKenna College and an M.B.A. from Pepperdine University.

In connection with her election to the Board, Ms. Rider will be granted a non-statutory option to purchase 2,222 shares of the Company's common stock pursuant to the Company's 2014 Equity Incentive Plan (the "Plan"), at a per share exercise price equal to the closing price of the Company's common stock on the date of grant. The shares subject to the option will vest in twenty-four equal monthly installments beginning with the first monthly anniversary after the date of grant, subject to Ms. Rider's continued service through each such vesting date. The option is subject to the terms and conditions of the Company's Plan and its related grant agreement, copies of which have been filed as Exhibits 10.6 and 10.7 to the Company's Amendment No. 3 to Registration Statement on Form S-1 (File No. 333-192605) filed with the Securities and Exchange Commission on January 28, 2014 and incorporated herein in their entirety by reference. In addition, in accordance with the Company's compensation program for non-employee directors, Ms. Rider will receive a base annual retainer of \$35,000, payable quarterly in arrears on a pro-rata basis. The Company expects to grant an option to purchase 6,666 shares of common stock to Ms. Rider on the date of each annual meeting of stockholders, in each case based on her continuing service as a director. Each annual grant is expected to vest in twelve monthly installments beginning with the first monthly anniversary after the grant date, but will vest fully on the date of the next annual meeting of the stockholders if not otherwise fully vested on such date, subject to Ms. Rider's continued service through such date. The Company will also reimburse Ms. Rider for all reasonable expenses in connection with her services to the Company.

Ms. Rider also executed 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 27, 2013 and is incorporated herein in its entirety by reference.

There is no arrangement or understanding between Ms. Rider and any other persons pursuant to which Ms. Rider was elected as a director. In addition, Ms. Rider is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On August 7, 2014, the Company issued a press release announcing Ms. Rider's appointment as a director. The press release is attached hereto as Exhibit 99.1 and incorporated herein in its entirety by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated as of August 7, 2014.

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**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.**

By: /s/ Alison Bauerlein

Alison Bauerlein

Executive Vice President, Finance and CFO

Date: August 7, 2014

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated as of August 7, 2014.

# NewsRelease



**FOR IMMEDIATE RELEASE**

## **Inogen Strengthens Board of Directors with Addition of Heather D. Rider**

**Goleta, California, August 7, 2014** —Inogen, Inc. (NASDAQ: INGN), a medical technology company offering innovative respiratory products for use in the homecare setting, announced today that Heather D. Rider has been elected to its Board of Directors, effective immediately. In addition, Ms. Rider was appointed to the Board's Compensation, Nominating and Governance Committee replacing Benjamin Anderson-Ray who has joined the Board's Audit Committee, effective immediately. She will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held in 2015. Ms. Rider fills the vacancy created by the resignation of Charles Larsen. Mr. Larsen has served as a member of Inogen's Board since 2006.

Ms. Rider's experience spans 25 years as a leader in global human resources for diverse segments of the healthcare industry. Her career includes executive level positions with innovative medical device companies such as Alphatec Spine, a developer of vertically integrated quality products for spine surgeons and Intuitive Surgical, the global leader in the field of robotic-assisted minimally invasive surgery. She also served as the global senior vice president for other leading healthcare organizations, including Sunrise Medical and Biosense Webster, a member of the J & J family of companies. Most recently, Ms. Rider was vice president of global human resources for Cymer, Inc., the leader in developing light sources used by chipmakers worldwide to pattern advanced semiconductor chips.

"Effectively scaling our organization is a key component on Inogen's critical path. We are privileged to have someone with Heather's deep healthcare background, as well as extensive organizational development and human resources skills, join us at this stage of our growth," said Raymond Huggenberger, Inogen CEO. "Her expertise will be a significant asset as we build our organization to capitalize on the opportunity with the Inogen One family of products and Inogen At Home™ product. We look forward to Heather's guidance and leadership as a member of our Board."

"I am delighted to be working with Inogen's talented and inspired executive team and board of directors," said Ms. Rider. "They have demonstrated a keen ability to develop and deliver superior oxygen therapy solutions. I am truly impressed with what they have accomplished and look forward to contributing to the next phase of organizational development as we continue to seek ways to expand the business and increase value for our shareholders."

Ms. Rider earned an M.B.A. from Pepperdine University and a B.A. in Psychology from Claremont McKenna College.

Added Huggenberger, "I would like to thank Charlie for his extensive contributions to Inogen over the past 8 years. He was an integral member of our team as we successfully grew the company, built

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out our product line, and completed our initial public offering.” Mr. Larsen is a co-founder of Accuitive Medical Ventures, a venture capital firm, where he has served as a managing director since 2003. Mr. Larsen also serves as vice chairman of The Innovation Factory, a medical device venture that he co-founded in 1999.

### **About Inogen**

Inogen is innovation in oxygen therapy. We are a medical technology company that develops, manufactures and markets innovative oxygen concentrators used to deliver supplemental long-term oxygen therapy to patients suffering from chronic respiratory conditions.

For more information, please visit [www.inogen.com](http://www.inogen.com).

### **Cautionary Note About 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 concerning or implying Inogen’s future financial performance, trends and opportunities affecting Inogen, and the ability of management personnel and our board of directors to contribute to the growth of our business. 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 arising from the possibility that Inogen will not realize anticipated revenue; the impact of reduced reimbursement rates in connection with the implementation of the competitive bidding process under Medicare; the possible loss of key employees, customers, or suppliers; and intellectual property risks if Inogen is unable to secure and maintain patent or other intellectual property protection for the intellectual property used in its products. Information on these and additional risks, uncertainties, and other information affecting Inogen’s business and operating results are contained in Inogen’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014. 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.

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