

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |                      |  |   |   |   |
|--|----------------------|--|---|---|---|
| 1. Name and Address of Reporting Person *<br>Versant Ventures II LLC |                      | 2. Issuer Name and Ticker or Trading Symbol<br>Inogen Inc [INGN] |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |   |
| (Last)   | (First)              | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/07/2014                          |   |   |
| 3000 SAND HILL ROAD, STE 4-210                                       |                      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (Street)   | MENLO PARK, CA 94025 |  |   |   |   |
| (City)   | (State)              | (Zip)  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |   |

| 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 62,733  | I  | See Footnote (1)                                      |
| Common Stock                    |                                      |  |                                |   |   |            |       | 29,537  | I  | See Footnote (2)                                      |
| Common Stock                    |                                      |  |                                |   |   |            |       | 3,306,680   | I  | See Footnote (3)                                      |
| Common Stock                    | 10/07/2014                           |  | J(4)                           |   | 66,857  | D          | \$ 0  | 0   | D  |   |
| Common Stock                    | 10/07/2014                           |  | J                              |   | 4,404   | A          | \$ 0  | 4,647   | I  | By Robertson Family Trust (5)                         |
| Common Stock                    | 10/07/2014                           |  | J                              |   | 8,441   | A          | \$ 0  | 8,441   | D (6)  |   |
| Common Stock                    | 10/07/2014                           |  | J                              |   | 2,313   | A          | \$ 0  | 2,313   | D (7)  |   |

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Versant Ventures II LLC<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025 |               | X         |         |       |
| Versant Venture Capital II, LP  |               |           |         |       |

|  |  |   |  |  |
|--|--|---|--|--|
| 3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025                                     |  | X |  |  |
| Versant Side Fund II, LP<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025         |  | X |  |  |
| Versant Affiliates Fund II-A, LP<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025 |  | X |  |  |
| Bolzon Bradley J PhD<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025             |  | X |  |  |
| ROBERTSON REBECCA B<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025              |  | X |  |  |
| Warden Charles M<br>3000 SAND HILL ROAD, STE 4-210<br>MENLO PARK, CA 94025                 |  | X |  |  |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Robin L. Praeger                           |  | 10/08/2014          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |
| Robin L. Praeger                               |  | 10/08/2014          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |
| Robin L. Praeger                               |  | 10/08/2014          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |
| Robin L. Praeger                               |  | 10/08/2014          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## 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) Shares held by Versant Affiliates Fund II-A, L.P. ("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.
- (2) Shares held by Versant Side Fund II, L.P. ("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.
- (3) Shares held by Versant Venture Capital II, L.P. ("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.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.
- (5) 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 VV II. The shares are held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca B. Robertson. Rebecca B. Robertson 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.
- (6) 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 VV II. The shares are held by Bradley J. Bolzon. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (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 VV II. The shares are held by Charles M. Warden. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.

### Remarks:

Filing 2 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.

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