

# FORM 4

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

OMB APPROVAL	
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## 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 * Versant Ventures II LLC			2. Issuer Name and Ticker or Trading Symbol Inogen Inc [INGN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2014					
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) ____ Form filed by One Reporting Person ____ X ____ 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								9,001	I	By Atwood Edminster Trust (4)
Common Stock								9,196	I	By Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 (5)
Common Stock								9,051	I	By The Jaffe Family Trust (6)
Common Stock								9,051	I	By The Link Family Trust (7)
Common Stock								2,688	I	By Milder Community Property Trust (8)
Common Stock	10/24/2014		S		4,647	D	\$ 20.7565 (9)	0	I	by Robertson Family Trust (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership Form of	11. Nature of Indirect Beneficial
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Robin L. Praeger Signature of Reporting Person	10/08/2014 Date
Robin L. Praeger Signature of Reporting Person	10/08/2014 Date

## 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) The shares are held by the Atwood-Edminster Trust dated 4/2/2000 (the "Trust") for the benefit of Brian G. Atwood. Brian G. Atwood 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.

(5) The shares are held by Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 for the benefit of Samuel D. Colella. Samuel D. Colella is a general partner of Colella Family Partners and a trustee of Colella Family Trust UTA Dated 9/21/92. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.

(6) The shares are held by the The Jaffe Family Trust (the "Trust") for the benefit of Ross A. Jaffe. Ross A. Jaffe 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.

(7) The shares are held by the The Link Family Trust (the "Trust") for the benefit of William J. Link. William J. Link 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.

(8) The shares are held by the Milder Community Property Trust (the "Trust") for the benefit of Donald B. Milder. Donald B. Milder 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.

(9) The shares were previously held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca B. Robertson. Rebecca B. Robertson is a trustee of the Trust. Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$20.47 and \$20.84 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(10) The shares are held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca Robertson. Rebecca Robertson is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of her proportionate pecuniary interest therein.

### Remarks:

Filing 1 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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