

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

☐ 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 Novo A/S | | | 2. Issuer Name and Ticker or Trading Symbol Inogen Inc [INGN] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) ____ X ____ 10% Owner ____ Other (specify below) | | | | |
| (Last) (First) (Middle) TUBORG HAVNEVEJ 19 | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/04/2014 | | | | | | | |
| (Street) HELLERUP, G7 2900 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 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 | | 11/04/2014 | | S | | 2,000,000 | D | \$ 21.5 (1) | 3,549,320 | D |

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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Novo A/S TUBORG HAVNEVEJ 19 HELLERUP, G7 2900 | | X | | |

Signatures

| | | |
|---|--|------------|
| /s/ Thorkil Kastberg Christensen, Chief Financial Officer of Novo A/S | | 11/05/2014 |
|  Signature of Reporting Person | | 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) Represents the public offering price. The shares were sold to the underwriters at \$20.21, the public offering price less the underwriting discount of \$1.29.

Remarks:
Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), which is currently comprised of Sten Scheibye, Goran Ando, Jeppe Christiansen, Steen Riisg Olsen, has shared investment and voting control over the securities of the Issuer held by Novo A/S (the "Shares") and may exercise such control only with the support of a majority of the Novo Board

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.