

FORM 4

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

OMB APPROVAL
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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 * Versant Ventures II LLC (Last) (First) (Middle) ONE SANSOME STREET, SUITE 3630 (Street) SAN FRANCISCO, CA 94104 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Inogen Inc [INGN] 3. Date of Earliest Transaction (Month/Day/Year) 01/06/2015 4. If Amendment, Date Original Filed(Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person |
|---|--|--|

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 | | | | | | | 31,334 | I | See Footnote (1) | |
| Common Stock | 01/06/2015 | | J(2) | | 6,952 | D | \$ 0 7,812 | I | See Footnote (3) | |
| Common Stock | 01/06/2015 | | J(4) | | 778,272 | D | \$ 0 1,263,716 | I | See Footnote (5) | |
| Common Stock | 01/06/2015 | | J(4) | | 136,039 | A | \$ 0 136,039 | I | See Footnote (6) | |
| Common Stock | 01/07/2015 | | J(7) | | 136,039 | D | \$ 0 0 | I | See Footnote (6) | |
| Common Stock | 01/07/2015 | | J(7) | | 17,834 | A | \$ 0 17,834 | I | By Lubash Moses LLC and Evan Michael Moses Trust (8) (9) | |
| Common Stock | 01/07/2015 | | J(7) | | 8,916 | A | \$ 0 13,196 | I | By Robertson Family Trust (10) | |
| Common Stock | 01/06/2015 | | J(2) | | 486 | A | \$ 0 13,682 | I | By Robertson Family Trust (11) | |
| Common Stock | 01/07/2015 | | J(7) | | 17,539 | A | \$ 0 52,985 | D (12) | | |
| Common Stock | 01/07/2015 | | J(7) | | 4,682 | A | \$ 0 4,682 | D (13) | | |

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 | 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 | 10. Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---|---|--|

| | | | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | | Reported Transaction(s) (Instr. 4) | or Indirect (I) (Instr. 4) |
|--|--|--|--|--|--------------------------------------|--|--|--|--|------------------------------------|----------------------------|
| | | | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Versant Ventures II LLC ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Versant Venture Capital II, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Versant Side Fund II, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Versant Affiliates Fund II-A, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| ROBERTSON REBECCA B ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Bolzon Bradley J PhD ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| Warden Charles M ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |
| LUBASH BARBARA N ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104 | | X | | |

Signatures

| | |
|--|---------------------|
| /s/ Robin L. Praeger | 01/08/2015 |
| <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).

- The shares are 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.
- Represents a pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Versant Side Fund II, L.P. ("VSF II") to its partners. The shares are held by 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.
 - Represents a pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Versant Venture Capital II, L.P. ("VVC II") to its partners. The shares are held by 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.
 - The shares are held by VV 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, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

- (7) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.
- (8) The shares are held by Lubash Moses LLC (the "LLC") for the benefit of Barbara N. Lubash. Barbara N. Lubash is a manager of the LLC.
- (9) The shares are held by the Evan Michael Moses Trust for the benefit of one or more family member of Barbara Lubash.
- (10) 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.
- (11) 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.
- (12) The shares are held by Bradley J. Bolzon.
- (13) The shares are held by Charles M. Warden.

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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