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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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)**  
**November 7, 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**  
(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 1.01. Entry into a Material Definitive Agreement.**

On November 7, 2014, Inogen, Inc. (the “Company”) entered into a Credit Agreement (the “Credit Agreement”) with JPMorgan Chase Bank, N.A. (the “Lender”). The agreement provides for a secured revolving credit facility in an aggregate principal amount of \$15.0 million (the “Credit Facility”), with a sublimit of \$1.0 million for the issuance of standby and commercial letters of credit on the Company’s behalf. The Credit Facility matures on October 31, 2017.

Advances made under the Credit Facility accrue interest either (at the election of the Company) at (i) an adjusted LIBOR rate, plus a margin of 1.25% or (ii) the prime rate, plus a margin of 1.0%. To the extent that there are letters of credit outstanding under the letter of credit subfacility, the Company will pay, in addition to standard transaction fees, letter of credit fees equal to (i) 1.25% per annum (based on the actual number of days during which the letter of credit is outstanding) of the original maximum amount available under any standby letter of credit and (ii) 1.25% of the original maximum amount of any commercial letter of credit. Such fees are payable quarterly in arrears.

The Credit Agreement contains customary representations and warranties and affirmative and negative covenants. Among other covenants, the Company must maintain (i) a Tangible Net Worth (as defined in the Credit Agreement) at all times of \$90.0 million and (ii) EBITDA (as defined in the Credit Agreement) in accordance with certain thresholds set forth in the Credit Agreement.

The Credit Agreement contains customary events of default (subject to customary cure periods for certain events of default), including, among others: non-payment of principal, interest or certain other amounts when due; inaccuracy of representations and warranties made in the Credit Agreement and other related documents; violation of covenants contained in the Credit Agreement and other related documents; cross-defaults with certain other indebtedness; certain judgments; and bankruptcy, insolvency, or inability to pay debts. Upon the occurrence of any event of default, the Lender may terminate the commitments under the Credit Facility and declare the loans and all other obligations under the Credit Agreement immediately due and payable.

The Credit Facility is secured by substantially all of the Company’s assets, including the Company’s intellectual property, pursuant to a Continuing Security Agreement, dated November 10, 2014, by and between the Company and the Lender (the “Security Agreement”). Any future domestic Material Subsidiary (as defined in the Credit Agreement) of the Borrower, other than an FHSCO (as defined in the Credit Agreement) is required to provide a guaranty of the Company’s obligations under the Credit Agreement.

The description of the Credit Agreement and the Security Agreement contained herein is qualified in its entirety by reference to the Credit Agreement and Security Agreement, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ending December 31, 2014.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth above in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 8.01. Other Events.**

The Company issued a press release on November 10, 2014 announcing the closing of the Credit Facility. A copy of the press releases is filed as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Press Release, dated November 10, 2014.

## **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, Chief  
Financial Officer, Secretary and Treasurer

Date: November 10, 2014

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated November 10, 2014.

NewsRelease



FOR IMMEDIATE RELEASE

**Inogen Selects JPMorgan Chase & Co. for Primary Banking Relationship**

*New Agreement Enables JPMorgan Chase to Provide Full Range of  
Financial Services Products to the Company*

**GOLETA, Calif., November 10, 2014** -- [Inogen, Inc.](#) (NASDAQ: [INGN](#)), a medical technology company offering innovative respiratory products for use in the homecare setting, announced today that it has entered into a primary banking relationship with JPMorgan Chase & Co. to receive credit and treasury services.

As a result of this relationship, Inogen will now have access to a \$15 million working capital revolving line of credit as well as treasury and cash management services through JPMorgan Chase's Commercial Bank. This three-year working capital line of credit replaces the Company's existing loan facility, which had a balance outstanding of \$13.4 million as of June 30, 2014. Inogen paid off its existing debt balances in August 2014.

In addition to providing substantially improved flexibility to draw capital as needed, this facility will reduce interest expense on debt balances to LIBOR plus 1.25% from LIBOR plus 3.25% to 3.5%. JPMorgan Chase led Inogen's IPO in February 2014.

"We are pleased to strengthen our relationship with JPMorgan Chase," said Ali Bauerlein, CFO of Inogen. "The very competitive LIBOR rates and the flexibility that the new banking structure gives Inogen combined with the execution JPMorgan Chase has demonstrated, makes the overall offering best in class."

"This new relationship illustrates the convenience and flexibility of working with a global firm for multiple financial services needs," said Robert Lagace, head of the JPMorgan Chase Commercial Bank in Greater Los Angeles.

"Partnering with JPMorgan Chase provides our clients with a broad range of unique capabilities," Lagace added. "We work across business lines to generate ideas, deliver solutions and provide capital to help our clients grow and succeed. With our growing Commercial Banking presence in the Central Coast, we are delighted to be working with Inogen and its dynamic leadership team. We are committed to supporting the success of the Company's products and its growth as a firm."

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### **Use of Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the expected benefits to the Company of its new working capital revolving line of credit and banking relationship with JPMorgan Chase. 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, Inogen's ability to generate sufficient cash flow or otherwise obtain funds to repay any new indebtedness that may be incurred. In addition, Inogen's business is subject to numerous additional risks and uncertainties, including, among others, 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; its ability to successfully launch new products and applications; competition; its sales, marketing and distribution capabilities; its planned sales, marketing, and research and development activities; interruptions or delays in the supply of components or materials for, or manufacturing of, its products; seasonal variations in customer operations; unanticipated increases in costs or expenses; risks associated with international operations; 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 Annual Report on Form 10-K for the year ended December 31, 2013 and in Inogen's subsequent reports on Form 10-Q and Form 8-K. 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.

### **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).

### **About JPMorgan Chase**

JPMorgan Chase & Co. (NYSE: JPM) is a leading global financial services firm with assets of \$2.5 trillion and operations worldwide. The Firm is a leader in investment banking, financial services for consumers and small businesses, commercial banking, financial transaction processing, and asset management. A component of the Dow Jones Industrial Average, JPMorgan Chase & Co. serves millions of consumers in the United States and many of the world's most prominent corporate, institutional and government clients under its J.P. Morgan and Chase brands. Information about JPMorgan Chase & Co. is available at [www.jpmorganchase.com](http://www.jpmorganchase.com).

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