

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2020

INOGEN, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36309

33-0989359
(IRS Employer
Identification No.)

326 Bolley Drive,
Goleta, CA
(Address of Principal Executive Offices)

(Commission File Number)

93117
(Zip Code)

Registrant's Telephone Number, Including Area Code: (805) 562-0500

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	INGN	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Inogen, Inc. (the “Company”) held its 2020 annual meeting of stockholders on May 11, 2020 (the “Annual Meeting”). Of the 22,041,527 shares of the Company’s common stock outstanding as of the record date of March 13, 2020, 19,485,876 shares were represented at the Annual Meeting, either by proxy or by attending the meeting, constituting approximately 88.4% of the outstanding shares of common stock. The matters voted on at the Annual Meeting and the votes cast with respect to each such matter are set forth below:

1. **Election of Class III Directors.** The following nominees were elected to serve as Class III directors, to hold office until the Company’s 2023 annual meeting of stockholders or until his or her respective successor has been duly elected and qualified:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Heath Lukatch, Ph.D.	10,729,767	7,461,880	1,294,229
Raymond Huggenberger	13,149,348	5,042,299	1,294,229

2. **Ratification of Appointment of Independent Registered Public Accounting Firm.** The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020 was ratified based on the following results of voting:

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,448,054	26,247	11,575	—

3. **Advisory Vote on Executive Compensation.** The Company’s stockholders advised that they were in favor of the named executive officers’ compensation as disclosed in the proxy statement. The votes regarding the proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
18,045,786	111,902	33,959	1,294,229

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.

Date: May 12, 2020

INOGEN, INC.

By: /s/ Alison Bauerlein
Alison Bauerlein
Executive Vice President, Finance,
Chief Financial Officer, Secretary and Treasurer