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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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): June 8, 2020**

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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**

**33-0989359**  
(IRS Employer  
Identification No.)

**326 Bollay 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)

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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))

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

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

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.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 8, 2020, as part of Inogen, Inc.'s, (the "Company") succession planning activities, Scott Wilkinson, the Company's Chief Executive Officer and President, informed the Company's Board of Directors (the "Board") that he intends to retire as Chief Executive Officer and President of the Company before the end of 2021. However, to ensure an orderly transition, Mr. Wilkinson informed the Board that he intends to remain in his current roles until the appointment of his successor and will assist the Board in its search for his successor and help with transition as necessary. The Board has initiated a process to identify a successor for Mr. Wilkinson and intends to engage an executive search firm to support the search. Mr. Wilkinson will also retire as a member of the Board in connection with his retirement from his position as Chief Executive Officer and President. Mr. Wilkinson's decision to retire is voluntary and is not as a result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

**Item 7.01. Regulation FD Disclosure.**

On June 9, 2020, the Company issued a press release announcing Mr. Wilkinson's retirement as described in this Form 8-K. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Press Release dated June 9, 2020</a>
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL

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**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.**

Date: June 9, 2020

By: /s/ Alison Bauerlein

Alison Bauerlein

Executive Vice President, Finance,

Chief Financial Officer, Secretary and Treasurer

NewsRelease

**FOR IMMEDIATE RELEASE****Inogen CEO Announces Intent to Retire Before End of 2021; Inogen Commences Search for Successor**

**Goleta, California, June 9, 2020** — Inogen, Inc. (NASDAQ: INGN), a medical technology company offering innovative respiratory products for use in the homecare setting, today announced that in connection with Inogen’s succession planning activities, Scott Wilkinson, the Company’s Chief Executive Officer and President, has informed the Company’s Board of Directors (the “Board”) that he intends to retire as Chief Executive Officer and President, and as a member of the Board, in each case before the end of 2021. In order to ensure an orderly transition, Mr. Wilkinson intends to remain in his current position until the appointment of his successor and will assist the Board in the search for his successor and help with transition as necessary. Inogen has initiated a process to identify a successor for Mr. Wilkinson and intends to engage an executive search firm to support the search.

“On behalf of the Board, I want to thank Scott for his significant contributions and dedicated years of service to Inogen,” said Heath Lukatch, Ph.D., Chairperson of the Board. “Scott’s leadership and industry expertise will be missed by Inogen, and we are extremely thankful for his many contributions during his tenure. The Board and management team are committed to ensuring a smooth transition, and we are grateful that we’ll continue to benefit from Scott’s experience and perspective throughout this process.”

“Inogen has significantly evolved since I joined in 2005, and I have been honored to lead Inogen as Chief Executive Officer,” said Mr. Wilkinson. “After 15 years with the Company, I believe now is the right time to begin the transition to the next phase of leadership. I intend to work closely with the board to help identify, recruit, and successfully integrate a new CEO.”

Inogen has used, and intends to continue to use, its Investor Relations website, <http://investor.inogen.com/>, as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. For more information, visit <http://investor.inogen.com/>.

**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).

**Cautionary Note Concerning Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, among others, statements regarding the expectations associated with the transition of the Company’s Chief Executive Officer and

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President and the timing of such transition. Any statements contained in this communication that are not statements of historical fact may be deemed to be forward-looking statements. Words such as “believes,” “anticipates,” “plans,” “expects,” “will,” “intends,” “potential,” “possible,” and similar expressions are intended to identify forward-looking statements. 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, risks related to a change in Company management and the Company’s ability to make a transition to a new CEO. In addition, Inogen's business is subject to numerous additional risks and uncertainties, including, among others, risks relating to market acceptance of its products; competition; the risks related to the COVID-19 pandemic; impact of changes in reimbursement rates and reimbursement and regulatory policies; the possible loss of key employees, customers, or suppliers; the risk of intellectual property litigation; its sales, marketing and distribution capabilities; interruptions or delays in the supply of components or materials for, or manufacturing of, its products; seasonal variations; unanticipated increases in costs or expenses; and risks associated with international operations. Information on these and additional risks, uncertainties, and other information affecting Inogen’s business operating results are contained in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, and in its other filings with the Securities and Exchange Commission. 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.

**Investor Relations Contact:**

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**Media Contact:**

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