

**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): February 12, 2021

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 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)

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

(b) Resignation of Director

On February 12, 2021, Scott Beardsley notified Inogen, Inc. (“the Company”) of his resignation as a member of the Board of Directors (the “Board”) of the Company, the Compensation Committee of the Board (the “Compensation Committee”), and the Nominating and Governance Committee of the Board (the “Nominating and Governance Committee”), effective immediately. Mr. Beardsley’s resignation is not the result of any disagreement with the Company relating to the Company’s operations, policies or practices.

Appointment of Director

On February 13, 2021, the Board, upon recommendation of the Nominating and Governance Committee, appointed Kristen Miranda to the Board of Directors, effective March 1, 2021. Ms. Miranda will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held in 2021. In addition, the Board appointed Ms. Miranda as a member of the Compensation Committee, to fill the vacancy resulting from Mr. Beardsley’s resignation.

Ms. Miranda, 58, has served as Aetna’s West Region President since 2017. Prior to joining Aetna, she served as the Chief Integration Officer for Agilon Health from 2016 to 2017, and in various senior leadership roles for Blue Shield of California from 2006 to 2016 including Senior Vice President, Strategic Partnerships and Innovation as well as Vice President, Provider Network Management. Prior to that, Ms. Miranda held leadership roles at various healthcare firms including Wellpoint from 2003 to 2006, CIGNA from 1998 to 2003, Health Net from 1995 to 1998, Dignity Health from 1993 to 1995, and First Health from 1989 to 1993. Ms. Miranda has a Bachelor of Arts degree in Anthropology from the University of California, Davis. The Board believes that she is qualified to serve as a director of Inogen because of her leadership experience and her extensive healthcare experience.

Ms. Miranda will be compensated in accordance with the Company’s outside director compensation policy (the “Policy”). Pursuant to the Policy, Ms. Miranda will be entitled to receive the following cash fees: \$45,000 per year for service as a member of the Board and \$7,500 per year for service as a member of the Compensation Committee, each paid quarterly in arrears on a pro-rata basis.

In connection with her appointment to the Board as a non-employee director and pursuant to the Company’s 2014 Equity Incentive Plan and the Policy, Ms. Miranda will also automatically receive an initial award of restricted stock units (“RSUs”) covering 1,135 shares of Common Stock of the Company, which award will vest on the earlier of (i) May 11, 2021 or (ii) the day prior to the date of the next annual meeting of the Company’s stockholders, subject to Ms. Miranda continuing to be a service provider of the Company.

Ms. Miranda has been provided the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-192605) filed with the Securities and Exchange Commission on November 7, 2013.

There is no arrangement or understanding between Ms. Miranda and any other persons pursuant to which Ms. Miranda was elected as a director. In addition, Ms. Miranda is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no family relationships between Ms. Miranda and any of the Company’s directors or executive officers.

Item 7.01. Regulation FD Disclosure.

On February 16, 2021, the Company issued a press release announcing Ms. Miranda’s appointment as a director. 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 Section 18 of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, 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

| Exhibit | Description |
|----------------|---|
| 99.1 | Press Release, dated February 16, 2021. |
| 104 | The cover page of this Current Report on Form 8-K, formatted in inline XBRL |

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: February 16, 2021

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

FOR IMMEDIATE RELEASE

Inogen Strengthens Board of Directors with Addition of Kristen Miranda

Goleta, California, February 16, 2021 —Inogen, Inc. (NASDAQ: INGN), a medical technology company offering innovative respiratory products for use in the homecare setting, announced today that Kristen Miranda has been appointed to its Board of Directors, effective March 1, 2021. In addition, Ms. Miranda was appointed to the Board's Compensation Committee. She will serve as a Class I director, with a term expiring at the annual meeting of stockholders to be held in 2021. Ms. Miranda fills the vacancy on the Board and the Board's Compensation Committee created by the resignation of Scott Beardsley, who resigned effective February 12, 2021. Mr. Beardsley had served as a member of Inogen's Board since 2017.

"Increasing patient access to Inogen's innovative solutions is our mission and vision. We are privileged to have someone with Kristen's deep healthcare background, as well as extensive payor relations skills, join us at this stage," said Nabil Shabshab, Inogen's CEO and President. "Her expertise will be a significant asset as we work to increase payor acceptance of our products, and we look forward to Kristen's guidance and leadership as a member of our Board."

"I am delighted to be working with Inogen's talented and inspired executive team and Board of Directors," said Ms. Miranda. "Their best-in-class portable oxygen concentrators provide enhanced freedom and independence to oxygen therapy patients worldwide, and I look forward to contributing to the next phase of Inogen's growth as we continue to seek ways to increase patient access to our technologies, expand the business, and enhance shareholder value."

Ms. Miranda has served as Aetna's West Region President since 2017, having profit and loss accountability for an organization spanning 14 states. Prior to joining Aetna, she served as the Chief Integration Officer for Agilon Health from 2016 to 2017 and in various senior leadership roles for Blue Shield of California from 2006 to 2016 including Senior Vice President, Strategic Partnerships and Innovation as well as Vice President, Provider Network Management. Prior to that, Ms. Miranda held leadership roles at various healthcare firms including Wellpoint from 2003 to 2006, CIGNA from 1998 to 2003, Health Net from 1995 to 1998, Dignity Health from 1993 to 1995, and First Health from 1989 to 1993. Ms. Miranda earned a Bachelor of Arts degree in Anthropology from the University of California, Davis and is a nationally known speaker on innovation in healthcare.

Added Dr. Heath Lukatch, Inogen's Chairman of the Board of Directors, "I want to welcome Kristen to Inogen's board and I would like to thank Scott Beardsley for his extensive contributions to Inogen over the past three years. He was an integral member of our team as we successfully grew the company, launched our latest innovative portable oxygen concentrator the Inogen One G5, and expanded our product line through the New Aera acquisition."

About Inogen

We are a medical technology company offering innovative respiratory products for use in the homecare setting. We primarily develop, manufacture and market innovative portable 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.

Cautionary Note About 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 concerning or implying Inogen's future financial performance, trends and opportunities affecting Inogen, and the ability of management personnel and our board of directors, individual and as a whole, to contribute to increasing patient access to our products and technologies, expanding our business, and increasing value for our shareholders. 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 arising from the possibility that Inogen will not realize anticipated revenue; the risks related to the COVID-19 public health emergency (PHE); the impact of changes in reimbursement rates and reimbursement and regulatory policies; the possible loss of key employees, customers, or suppliers; risks relating to Inogen's acquisition of New Aera and the integration of New Aera's business and operations within those of Inogen; risks relating to reimbursement coding of the Tidal Assist[®] Ventilator (TAV); the possibility that Inogen will not realize anticipated revenue from the technology acquired from New Aera or that expenses and costs will exceed Inogen's expectations; 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; and intellectual property risks relating to the acquisition of New Aera, including the risk of intellectual property litigation. 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; 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; 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 and operating results are contained in Inogen's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020. 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:

Matthew Pigeon
mpigeon@inogen.net

Media Contact:

Byron Myers
805-562-0503