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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**

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

**Date of Report (Date of earliest event reported): March 22, 2022**

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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.)

**301 Coromar 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
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. ☐

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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.**

*Resignation of Directors*

On March 22, 2022, each of Benjamin M. Anderson-Ray, Heath Lukatch, Ph.D., and Loren McFarland notified Inogen, Inc. (the “Company”) of their resignation as a member of the Board of Directors (the “Board”) of the Company and from all committees of the Board on which they served, in each case effective as of March 22, 2022. None of the resignations is the result of any disagreement with the Company relating to the Company’s operations, policies or practices.

*Appointment of Directors*

On March 22, 2022, the Board, upon recommendation of the Nominating and Governance Committee of the Board (the “Nominating Committee”), appointed each of Kevin King, Mary Kay Ladone, and Glenn Boehnlein to the Board, effective March 22, 2022. Mr. King and Ms. Ladone will each serve as a Class II director, with a term expiring at the annual meeting of stockholders to be held in 2022. Mr. Boehnlein will serve as a Class III director, with a term expiring at the annual meeting of stockholders to be held in 2023. In addition, the Board appointed Mr. King as a member of the Audit Committee of the Board (the “Audit Committee”) and chairperson of the Compensation Committee of the Board (the “Compensation Committee”), Ms. Ladone as a member of the Audit Committee and the Compensation Committee, and Mr. Boehnlein as chairperson of the Audit Committee. Following these director appointments, (i) the members of the Audit Committee are Glenn Boehnlein (Chair), Kevin King and Mary Kay Ladone, (ii) the members of the Compensation Committee are Kevin King (Chair), Heather Rider, and Mary Kay Ladone, (iii) the members of the Nominating Committee are Heather Rider (Chair), Kristen Miranda, and Elizabeth Mora, and (iv) the members of the Compliance Committee of the Board are Elizabeth Mora (Chair) and Kristen Miranda.

Mr. King, 65, previously served as Chief Executive Officer, President and Director of iRhythm Technologies, Inc. (NASDAQ: IRTC) from July 2012 to January 2021 and continues to serve on iRhythm’s board of directors. Prior to iRhythm, Mr. King served in multiple leadership positions at Affymetrix, Inc., a publicly traded genetic analysis technology company, beginning as President of Life Sciences Business and Executive Vice President from January 2007 until September 2007, President from September 2007 until January 2009, and President, Chief Executive Officer and member of the board of directors from January 2009 until June 2011. Prior to Affymetrix, from February 2005 until June 2006, Mr. King served as President and Chief Executive Officer of Thomson Healthcare, an information services business. From March 1997 until November 2004, Mr. King was a senior executive at GE Healthcare, where he led several business units including Magnetic Resonance Imaging and Global Clinical Systems Business. Mr. King holds a B.A. in Economics and Biology from the University of Massachusetts and an M.B.A. from New Hampshire College.

Ms. Ladone, 55, has served as Senior Vice President, Corporate Development, Strategy and Investor Relations, of Hill-Rom Holdings, Inc., a medical technology company, since December 2018 and previously served as Vice President, Investor Relations, of Hill-Rom from July 2016 to December 2018. Prior to Hill-Rom, from July 2015 until July 2016, Ms. Ladone served as Senior Vice President, Investor Relations Officer of Baxalta Inc., a biopharmaceutical company. Prior to Baxalta, Ms. Ladone served in a variety of senior finance, business development and investor relations roles for Baxter International, Inc from 1998 until July 2015. Ms. Ladone currently serves on the board of directors of Bioventus, Inc. (NASDAQ: BVS), a biotechnology company. Ms. Ladone holds a Bachelor’s in Business Administration from University of Notre Dame.

Mr. Boehnlein, 60, has served as Vice President, Chief Financial Officer of Stryker Corporation (NYSE: SYK), a medical devices company, since January 2016. Prior to serving as CFO, Mr. Boehnlein served in multiple leadership positions at Stryker, including Chief Financial Officer and Vice President of the MedSurg and Neurotechnology Group from January 2011 until December 2015 and Chief Financial Officer of the Endoscopy Division from January 2003 until December 2010. Prior to Stryker, from 2000 until January 2003, Mr. Boehnlein served as Chief Financial Officer of MyPrimeTime, a media company. Prior to MyPrimeTime, Mr. Boehnlein was a partner and certified public accountant at Arthur Andersen LLP, an accounting firm. Mr. Boehnlein holds a Bachelor’s in Accountancy and Master in Professional Accountancy from Mississippi State University.

Each of Mr. King, Ms. Ladone, and Mr. Boehnlein will be compensated in accordance with the Company’s outside director compensation policy (the “Policy”). Pursuant to the Policy, Mr. King will be entitled to receive the following cash fees: \$45,000 per year for service as a member of the Board, \$10,000 per year for service as a member of the Audit Committee and \$15,000 per year for service as chairperson of the Compensation Committee, each paid quarterly in arrears on a pro-

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rata basis. Pursuant to the Policy, Ms. Ladone will be entitled to receive the following cash fees: \$45,000 per year for service as a member of the Board, \$10,000 per year for service as a member of the Audit Committee and \$7,500 per year for service as a member of the Compensation Committee, each paid quarterly in arrears on a pro-rata basis. Pursuant to the Policy, Mr. Boehnlein will be entitled to receive the following cash fees: \$45,000 per year for service as a member of the Board and \$20,000 per year for service as chairperson of the Audit Committee, each paid quarterly in arrears on a pro-rata basis.

In connection with each of Mr. King, Ms. Ladone, and Mr. Boehnlein's appointment to the Board as a non-employee director and pursuant to the Company's 2014 Equity Incentive Plan and the Policy, each of Mr. King, Ms. Ladone, and Mr. Boehnlein also automatically received an initial award of restricted stock units covering 459 shares of Common Stock of the Company, which will vest on the earlier of (i) May 10, 2022 or (ii) the day prior to the date of the Company's 2022 annual meeting of the Company's stockholders, each subject to the applicable individual continuing to be a service provider of the Company through such date.

Each of Mr. King, Ms. Ladone, and Mr. Boehnlein has entered into 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 any of Mr. King, Ms. Ladone, or Mr. Boehnlein and any other persons pursuant to which Mr. King, Ms. Ladone, or Mr. Boehnlein was elected as a director. In addition, none of Mr. King, Ms. Ladone, and Mr. Boehnlein is 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 any of Mr. King, Ms. Ladone, or Mr. Boehnlein and any of the Company's directors or executive officers.

#### **Item 7.01. Regulation FD Disclosure.**

On March 23, 2022, the Company issued a press release announcing the appointment of each of Mr. King, Ms. Ladone and Mr. Boehnlein 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	<a href="#">Press Release dated March 23, 2022.</a>
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: March 23, 2022

By: /s/ Nabil Shabshab

Nabil Shabshab

Chief Executive Officer and President

# NewsRelease



**FOR IMMEDIATE RELEASE**

## **Inogen Announces Board of Director Changes**

*Glenn Boehnlein, Kevin King and Mary Kay Ladone Appointed as Independent Directors*

**Goleta, California, March 23, 2022** – Inogen, Inc. (NASDAQ: INGN), a medical technology company offering innovative respiratory products for use in the homecare setting, today announced the appointment of Glenn Boehnlein, Kevin King, and Mary Katherine Ladone to Inogen's Board of Directors, effective March 22, 2022. In conjunction with these appointments, Heath Lukatch (director since 2006), Benjamin Anderson-Ray (director since 2013), and Loren McFarland (director since 2013) retired from the Board.

Elizabeth Mora, Chairperson of the Board, said: "Maintaining a Board with diverse, fresh perspectives, skills, and experience to drive shareholder value is of utmost priority for Inogen and we are thrilled to welcome Glenn, Kevin, and Mary Kay to the Inogen Board. Each of them brings unique experiences and an extensive track record of helping guide and grow successful MedTech companies, which we believe positions them to support our overarching goal of transforming Inogen into a prominent leader in respiratory care."

Ms. Mora continued, "Under the leadership of Nabil Shabshab, Inogen's President and CEO, and his executive leadership team of industry veterans, we have continued to successfully execute on our strategic initiatives, including advancing our prescriber growth strategy and driving productivity and efficiency of our commercial operations. The addition of Glenn, Kevin and Mary Kay will further elevate the partnership between the Board and the executive team to advance Inogen's transformation into a global respiratory care leader with durable and sustainable top-line growth and a path to bottom-line growth. On behalf of the entire Board and the executive leadership team, we welcome Glenn, Kevin and Mary Kay and look forward to working with them."

Ms. Mora continued, "Heath, Ben and Loren's partnership, input and guidance have been invaluable over their years of service to Inogen. I want to thank each of them for their commitment and for their many valuable contributions. Each of Heath, Ben, and Loren joined the Board while Inogen was a private company, and their tenure has notably included our initial public offering in 2014 and the continued development of innovative oxygen therapy solutions designed to improve the lives of patients worldwide."

In connection with the appointment of the new Board members, Inogen also reconstituted the committees of the Board. The committee chairs will be Glenn Boehnlein for the Audit Committee, Kevin King for the Compensation Committee, Heather Rider for the Nominating & Governance Committee, and Elizabeth Mora for the Compliance Committee. Inogen is maintaining the total number of members on its Board of Directors at seven and the Director Classes are Heather Rider

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and Elizabeth Mora in Class I, Nabil Shabshab, Kevin King, Mary Kay Ladone in Class II, and Kristen Miranda and Glenn Boehnlein in Class III.

#### **Glenn Boehnlein Biography**

Glenn S. Boehnlein currently serves as Vice President, Chief Financial Officer at Stryker Corporation (NYSE: SYK). In this role, Mr. Boehnlein is responsible for global finance activities which include corporate accounting, reporting, tax, treasury, and internal audit. Additionally, he is also responsible for global information technology and investor relations.

In 2003, Mr. Boehnlein began his career at Stryker as Chief Financial Officer for their Endoscopy division. Since then, he has served in roles of increasing responsibility at Stryker, including group CFO of MedSurg and Neurotechnology. Prior to joining Stryker, Mr. Boehnlein spent three years with MyPrimeTime as CFO, and prior to that, he was a partner and certified public accountant at Arthur Andersen.

Mr. Boehnlein holds a bachelor's and master's degree in accounting from Mississippi State University.

#### **Kevin King Biography**

Kevin King has over three decades of experience in the healthcare and IT industries in leadership roles. Until 2021, Mr. King served as Chief Executive Officer, President at iRhythm Technologies, Inc. (NASDAQ: IRTC). He recently announced his retirement from iRhythm's Board of Directors.

Before joining iRhythm, Mr. King was President, Chief Executive Officer and Director of Affymetrix, Inc. (now part of Thermo Fisher Scientific), a previously publicly-traded technology innovator in the field of genetic analysis, where he spent four years. Prior to joining Affymetrix in 2007, Mr. King served as President and Chief Executive Officer of Thomson Healthcare, an information services business, which focused on a range of healthcare-related businesses.

Mr. King also held a number of senior executive positions at GE Healthcare and began his career in HP's Medical Products Group

Mr. King has a bachelor's degree in Economics and Biology from the University of Massachusetts and an M.B.A. from New Hampshire College. He also serves on the Board of two venture backed healthcare companies, Cleerly Health and Flosonics.

#### **Mary Katherine Ladone Biography**

Mary Katherine (Mary Kay) Ladone is an accomplished executive with over 30 years of experience serving large global healthcare companies. Until January 2022, Ms. Ladone served as Corporate Officer and Senior Vice President, Corporate Development, Strategy & Investor Relations at Hill-Rom Holdings, Inc., which is now a subsidiary of Baxter International, Inc. (NYSE: BAX).

Previously, Ms. Ladone served as Senior Vice President and Corporate Officer, Investor Relations of Baxalta, Inc., a global biopharmaceutical company spun out from Baxter International in 2015. She began her career in Finance at Baxter International, and went on to serve in multiple financial,

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operational and communication roles of increasing responsibility at the company including leading Baxter's investor relations between 2004 and 2015.

Ms. Ladone has consistently been recognized by the investment community as a top investor relations professional, including numerous designations by Institutional Investor. She currently is a member of the Board of Directors of Bioventus Inc. (NASDAQ: BVS), a global leader in innovations for active healing.

Ms. Ladone received a Bachelor of Business Administration degree (Finance & Business Economics) cum laude from the University of Notre Dame.

#### **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](http://www.inogen.com).

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/>.

#### **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 with respect to the announced changes to Inogen's board of directors; statements concerning or implying Inogen's future financial performance; statements regarding Inogen's goals and potential, including the potential for Inogen to achieve durable and sustainable growth at both the top-line and bottom-line; statements regarding the partnership between Inogen's board of directors and management; the ability of management and board of directors personnel to contribute to the execution of Inogen's strategic plans and goals; and the ability of Inogen to become a prominent leader in respiratory care. 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 its announced management and organizational changes, and risks arising from the possibility that Inogen will not realize anticipated future financial performance or strategic goals. 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

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information affecting Inogen's business operating results are contained in its Annual Report on Form 10-K for the period ended December 31, 2021, 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 and Media Contacts**

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