Check this box if no

Instruction 1(b). (Print or Type Responses) Washington, D.C. 20549

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB APPROVAL OMB Number: 3235 Estimated average burden hours per response...

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		f Reporting Person NTURES II LP		2. Issuer Nar Inogen Inc [r Trad	ling Symbo	ol		5. Relationsh Director		k all applica		
303 DET	*	(First) EET, SUITE 30		3. Date of Ear 02/20/2014	liest T	Transaction	(Mor	nth/Day/Ye	ear)			ve title below)		her (specify be)	ow)
ANN AR	BOR. MI	(Street)		4. If Amendm	ent, E	Oate Origin	al File	ed(Month/Day	//Year)		6. Individual Form filed by X Form filed by	One Reporting	Person		Line)
	.NN ARBOR, MI 48104 (City) (State) (Zip)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of S (Instr. 3)	ecurity		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	,	(Instr. 8)	v	4. Securit (A) or Di (Instr. 3,	sposed o	of (D)	5. Amount of Owned Follo Transaction(s (Instr. 3 and	wing Report s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	Stock		02/20/2014			С		112,640		(1)	123,072			I	See Footnote
Common	Stock		02/20/2014			С		144,174	A	(1)	267,246			I	See Footnote
Common	Stock		02/20/2014			С		33,612	A	(1)	300,858			I	See Footnote
Common	Stock		02/20/2014			С		75,091	A	(1)	82,045			I	See Footnote
Common	Stock		02/20/2014			С		96,114	A	(1)	178,159			I	See Footnote (3)
Common	Stock		02/20/2014			С		22,408	A	<u>(1)</u>	200,567			I	See Footnote (3)
Common	Stock		02/20/2014			С		43,456	A	(1)	43,456			I	See Footnote
Common	Stock		02/20/2014			С		975,846	A	(1)	1,019,302			I	See Footnote
Common	Stock		02/20/2014			С		345,168	A	<u>(1)</u>	1,364,470			I	See Footnote
Common	Stock		02/20/2014			С		10,181	A	(1)	10,181			Ι	See Footnote (5)
Common	Stock		02/20/2014			С		228,636	A	(1)	238,817			I	See Footnote (5)
Common	Stock		02/20/2014			С		80,871	A	<u>(1)</u>	319,688			I	See Footnote
Reminder:	Report on a	separate line for ea	ch class of securities	s beneficially	ownec	d directly o	r indii	rectly.							
							cont	ained in t	his for	m are	he collection not required valid OMB c	d to respor	nd unless		1474 (9-02)
				Derivative Se							y Owned				
Security	f 2. 3. Transaction or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year		3A. Deemed Execution Date, if	4. 5.1 f Transaction De Code Sec (Instr. 8) Ac		umber of vative rities nired (A) isposed (b) r. 3, 4,	and Expiration Date of Ur (Month/Day/Year) Secur		7. Title of Und Securit	tle and Amount nderlying rities Security (Instr. 5)		Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct (or Indirect)	Owners y: (Instr. 4 D) ect	
							Date	Exp	iration ,	Title				(Instr. 4	4)

			Code	V (.	A) (D)				of Shares				
Series D Preferred Stock	(1)	02/20/2014	C		59,931	(1)	<u>(1)</u>	Common Stock	112,640	\$ 0	0	I	See Footnote
Series E Preferred Stock	(1)	02/20/2014	С		53,548	(1)	<u>(1)</u>	Common Stock	144,174	\$ 0	0	I	See Footnote
Series F Preferred Stock	(1)	02/20/2014	C		33,612	<u>(1)</u>	<u>(1)</u>	Common Stock	33,612	\$ 0	0	I	See Footnote
Series D Preferred Stock	(1)	02/20/2014	С		39,953	(1)	<u>(1)</u>	Common Stock	75,091	\$ 0	0	I	See Footnote (3)
Series E Preferred Stock	<u>(1)</u>	02/20/2014	C		35,698	<u>(1)</u>	<u>(1)</u>	Common Stock	96,114	\$ 0	0	I	See Footnote (3)
Series F Preferred Stock	(1)	02/20/2014	C		22,408	(1)	<u>(1)</u>	Common Stock	22,408	\$ 0	0	I	See Footnote (3)
Series D Preferred Stock	(1)	02/20/2014	С		23,121	(1)	<u>(1)</u>	Common Stock	43,456	\$ 0	0	I	See Footnote
Series F Preferred Stock	(1)	02/20/2014	С		975,846	<u>(1)</u>	<u>(1)</u>	Common Stock	975,846	\$ 0	0	I	See Footnote
Series G Preferred Stock	<u>(1)</u>	02/20/2014	С		345,168	<u>(1)</u>	<u>(1)</u>	Common Stock	345,168	\$ 0	0	I	See Footnote
Series D Preferred Stock	<u>(1)</u>	02/20/2014	C		5,417	<u>(1)</u>	<u>(1)</u>	Common Stock	10,181	\$ 0	0	I	See Footnote (5)
Series F Preferred Stock	(1)	02/20/2014	С		228,636	(1)	<u>(1)</u>	Common Stock	228,636	\$ 0	0	I	See Footnote
Series G Preferred Stock	<u>(1)</u>	02/20/2014	С		80,871	(1)	(1)	Common Stock	80,871	\$ 0	0	I	See Footnote

Reporting Owners

B (O N /AII	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ARBORETUM VENTURES II LP 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
Arboretum Ventures 1, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
Arboretum Investment Manager, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
Arboretum Investment Manager IIa, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
Arboretum Ventures 1-A, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
ARBORETUM VENTURES 11A LP 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
Arboretum Investment Manager II, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					
Garfinkle Jan L. 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104		X					

Signatures

Signature of Reporting Person	Date
ARBORETUM VENTURES II, L.P. By: Arboretum Investment Manager II, LLC Its: General Partner By: Jan L. Garfinkle, Managing Director	02/21/2014
-*Signature of Reporting Person	Date
ARBORETUM INVESTMENT MANAGER, LLC By: Arboretum Ventures, Inc. Its: Manager By: Jan L. Garfinkle, President	02/21/2014
Signature of Reporting Person	Date
ARBORETUM INVESTMENT MANAGER IIA, LLC By: Arboretum Investment Manager II, LLC Its: Manager By: Jan L. Garfinkle, Managing Director	02/21/2014
Signature of Reporting Person	Date
ARBORETUM VENTURE 1-A, LLC By: Arboretum Investment Manager, LLC Its: Manager By: Arboretum Ventures, Inc. Its: Manager By: Jan L. Garfinkle, President	02/21/2014
Signature of Reporting Person	Date
ARBORETUM VENTURES IIA, L.P. By: Arboretum Investment Manager IIa, LLC Its: General Partner By: Arboretum Investment Manager II, LLC Its: Manager By: Jan L. Garfinkle, Managing Director	02/21/2014
**Signature of Reporting Person	Date
ARBORETUM INVESTMENT MANAGER II, LLC By: Jan L. Garfinkle, Managing Director	02/21/2014
**Signature of Reporting Person	Date
ARBORETUM VENTURES, INC. By: Jan L. Garfinkle, President JAN L. GARFINKLE	02/21/2014
**Signature of Reporting Person	Date
JAN L. GARFINKLE By: Jan L. Garfinkle, President	02/21/2014
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Each share of (i) Series D Preferred Stock automatically converted into 1.879505664 shares of Common Stock, (ii) Series E Preferred Stock automatically converted into 1 2.692436975 shares of Common Stock, (iii) Series F Preferred Stock automatically converted into 1 share of Common Stock, and (iv) Series G Preferred Stock automatically converted into 1 share of Common Stock automatically converted into 1 share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.
- These shares are held by Arboretum Ventures 1, LLC ("Ventures 1"). Arboretum Investment Manager, LLC ("AIM") serves as the managing member of Ventures 1. Arboretum Ventures, Inc. ("INC") serves as the Manager of AIM. Jan Garfinkle and Timothy Petersen are the sole shareholders of INC and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- These shares are held by Arboretum Ventures 1-A, LLC ("Ventures 1-A"). AIM serves as the managing member of Ventures 1-A. INC serves as the Manager of AIM. Jan Garfinkle and Timothy Petersen are the sole shareholders of INC and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- These shares are held by Arboretum Ventures II, L.P ("Ventures II"). Arboretum Investment Manager II, L.C ("AIM II") serves as the general partner of Ventures II. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.
- These shares are held by Arboretum Ventures IIa, L.P ("Ventures IIa). AIM II serves as the sole manager of Arboretum Investment Manager IIa, LLC ("AIM IIa"), which serves as the general partner of Ventures IIa. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.