| FORM | 4 |
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| Check this box if no  |
|-----------------------|
| longer subject to     |
| Section 16. Form 4 or |
| Form 5 obligations    |
| may continue. See     |
| Instruction 1(b).     |

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## 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

| 1. Name and Address of Repo<br>Petersen Timothy   | 2. Issuer Name an<br>Inogen Inc [ING     |   | Trad         | ing Symbo | ol   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Officer (give title below)Other (specify below) |  |  |                                  |                                |     |  |  |
|---|--|---|--------------|-----------|--|---|--|--|----------------------------------|--------------------------------|-----|--|--|
| (Last) (First) (Middle)<br>303 DETROIT STREET, SUITE 301<br>(Street)<br>ANN ARBOR, MI 48104 |  | 3. Date of Earliest 7<br>02/20/2014                         | Fransaction  | (Mon      | th/Day/Ye                                      |   |  |  |                                  |                                | ar) |  |  |
|   |  | 4. If Amendment, I  | Date Origina | ıl File   | d(Month/Day                                    | /Year)  | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person |  |                                  |                                |     |  |  |
| (City) (S   | itate) (Zip)                             | Table I - Non-Derivative Securities Acqui                   |              |           |  |   |  | ired, Disposed of, or Beneficially Owned   |                                  |                                |     |  |  |
| 1.Title of Security<br>(Instr. 3)   | 2. Transaction<br>Date<br>(Month/Day/Yea | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | (Instr. 8)   |           | tion 4. Securiti<br>(A) or Dis<br>(Instr. 3, 4 |   |  | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Ownership<br>Form:<br>Direct (D) | Beneficial<br>Ownership        |     |  |  |
|   |  |   | Code         | v         | Amount   | (A) or<br>(D)   | Price  |  | or Indirect<br>(I)<br>(Instr. 4) | (Instr. 4)                     |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 112,640  | А   | <u>(1)</u>   | 123,072  | Ι                                | See<br>Footnote<br>(2)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 144,174  | А   | <u>(1)</u>   | 267,246  | Ι                                | See<br>Footnote<br>(2)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 33,612   | А   | <u>(1)</u>   | 300,858  | I                                | See<br>Footnote<br>(2)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 75,091   | А   | <u>(1)</u>   | 82,045   | I                                | See<br>Footnote<br>( <u>3)</u> |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 96,114   | А   | <u>(1)</u>   | 178,159  | I                                | See<br>Footnote<br>(3)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 22,408   | А   | <u>(1)</u>   | 200,567  | I                                | See<br>Footnote<br>(3)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 43,456   | А   | <u>(1)</u>   | 43,456   | I                                | See<br>Footnote<br>(4)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 975,846  | А   | ш  | 1,019,302  | I                                | See<br>Footnote<br>(4)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 345,168  | А   | <u>(1)</u>   | 1,364,470  | I                                | See<br>Footnote<br>(4)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 10,181   | А   | (1)  | 10,181   | I                                | See<br>Footnote<br>(5)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 228,636  | А   | <u>(1)</u>   | 238,817  | I                                | See<br>Footnote<br>(5)         |     |  |  |
| Common Stock  | 02/20/2014                               |   | С            |           | 80,871   | А   | <u>(1)</u>   | 319,688  | I                                | See<br>Footnote                |     |  |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|             | (e.g., puts, cans, warrants, options, convertible securities) |                  |                    |             |      |           |              |            |               |        |             |                |             |             |
|-------------|---|------------------|--------------------|-------------|------|-----------|--------------|------------|---------------|--------|-------------|----------------|-------------|-------------|
| 1. Title of | 2.  | 3. Transaction   | 3A. Deemed         | 4.          | 5. N | umber of  | 6. Date Exer | cisable    | 7. Title and  | Amount | 8. Price of | 9. Number of   | 10.         | 11. Nature  |
| Derivative  | Conversion  | Date             | Execution Date, if | Transaction | Der  | vative    | and Expirati | on Date    | of Underlyi   | ng     | Derivative  | Derivative     | Ownership   | of Indirect |
| Security    | or Exercise   | (Month/Day/Year) | any                | Code        | Secu | urities   | (Month/Day   | /Year)     | Securities    |        | Security    | Securities     | Form of     | Beneficial  |
| (Instr. 3)  | Price of  |                  | (Month/Day/Year)   | (Instr. 8)  | Acq  | uired (A) |              |            | (Instr. 3 and | 14)    | (Instr. 5)  | Beneficially   | Derivative  | Ownership   |
|             | Derivative  |                  |                    |             | or D | isposed   |              |            |               |        |             | Owned          | Security:   | (Instr. 4)  |
|             | Security  |                  |                    |             | of ( | D)        |              |            |               |        |             | Following      | Direct (D)  |             |
|             |   |                  |                    |             | (Ins | tr. 3, 4, |              |            |               |        |             | Reported       | or Indirect |             |
|             |   |                  |                    |             | and  | 5)        |              |            |               |        |             | Transaction(s) | (I)         |             |
|             |   |                  |                    |             |      |           |              |            |               | Amount |             | (Instr. 4)     | (Instr. 4)  |             |
|             |   |                  |                    |             |      |           | Date         | Expiration |               | or     |             |                |             |             |
|             |   |                  |                    |             |      |           | Exercisable  | Date       | Title         | Number |             |                |             |             |

|                                |            |            | Code | V | (A) | (D)     |            |             |                 | of Shares |      |   |   |                        |
|--------------------------------|------------|------------|------|---|-----|---------|------------|-------------|-----------------|-----------|------|---|---|------------------------|
| Series D<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 59,931  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 112,640   | \$ 0 | 0 | Ι | See<br>Footnote<br>(2) |
| Series E<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 53,548  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 144,174   | \$ 0 | 0 | Ι | See<br>Footnote<br>(2) |
| Series F<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 33,612  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 33,612    | \$ 0 | 0 | Ι | See<br>Footnote<br>(2) |
| Series D<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 39,953  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 75,091    | \$ 0 | 0 | Ι | See<br>Footnote<br>(3) |
| Series E<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 35,698  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 96,114    | \$ 0 | 0 | Ι | See<br>Footnote<br>(3) |
| Series F<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 22,408  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 22,408    | \$ 0 | 0 | Ι | See<br>Footnote<br>(3) |
| Series D<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 23,121  | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 43,456    | \$ 0 | 0 | Ι | See<br>Footnote<br>(4) |
| Series F<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   | ç   | 975,846 | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 975,846   | \$ 0 | 0 | Ι | See<br>Footnote<br>(4) |
| Series G<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   | 3   | 345,168 | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 345,168   | \$ 0 | 0 | Ι | See<br>Footnote<br>(4) |
| Series D<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 5,417   | <u>(1)</u> | <u>(1)</u>  | Common<br>Stock | 10,181    | \$ 0 | 0 | Ι | See<br>Footnote<br>(5) |
| Series F<br>Preferred<br>Stock | (1)        | 02/20/2014 | С    |   | 2   | 228,636 | <u>(1)</u> | (1)         | Common<br>Stock | 228,636   | \$ 0 | 0 | Ι | See<br>Footnote<br>(5) |
| Series G<br>Preferred<br>Stock | <u>(1)</u> | 02/20/2014 | С    |   |     | 80,871  | <u>(1)</u> | <u>(II)</u> | Common<br>Stock | 80,871    | \$ 0 | 0 | Ι | See<br>Footnote<br>(5) |

# **Reporting Owners**

| Demosting Ormer Name (Address  | Relationships |           |         |       |  |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer | Other |  |  |  |  |  |
| Petersen Timothy<br>303 DETROIT STREET, SUITE 301<br>ANN ARBOR, MI 48104 | Х             | Х         |         |       |  |  |  |  |  |

## Signatures

| Timothy B. Petersen             | 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, and (iv) Series G Preferred Stock automatically converted into 1 share of Common Stock, and (iv) Series G Preferred Stock automatically converted into 1 share of Common Stock, and (iv) Series G Preferred 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 (2) Ventures, Inc. ("INC") serves as the Manager of AIM. Timothy Petersen is a shareholder of INC and may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.
- 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. Timothy (3) Petersen is a shareholder of INC and may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

These shares are held by Arboretum Ventures II, L.P ("Ventures II"). Arboretum Investment Manager II, LLC ("AIM II") serves as the general partner of Ventures II. Timothy (4) Petersen is a managing member of AIM II and may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

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 (5) the general partner of Ventures IIa. Timothy Petersen is a managing member of AIM II and may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his pecuniary interest therein.

#### 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.