

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |  |  |  |  |  |  |   |
|---|--|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person *<br>Bauerlein Alison |  |  | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/12/2014 |  | 3. Issuer Name and Ticker or Trading Symbol<br>Inogen Inc [INGN]   |  |   |
| (Last) (First) (Middle)<br>326 BOLLAY DRIVE                   |  |  |  |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>See Remarks |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)<br>GOLETA, CA 93117                                  |  |  |  |  |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)  |  |  | <b>Table I - Non-Derivative Securities Beneficially Owned</b>          |  |  |  |   |

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 23,332  | D  |   |

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

SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
|  | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |   |
| Stock Option (right to buy)                | (1)  | 03/27/2018      | Common Stock  | 32,798                     | \$ 2.4   | D   |   |
| Stock Option (right to buy)                | (2)  | 02/10/2019      | Common Stock  | 20,000                     | \$ 0.6   | D   |   |
| Stock Option (right to buy)                | (3)  | 02/24/2020      | Common Stock  | 93,147                     | \$ 0.6   | D   |   |
| Stock Option (right to buy)                | (4)  | 02/24/2020      | Common Stock  | 10,185                     | \$ 0.6   | D   |   |
| Stock Option (right to buy)                | (5)  | 10/11/2021      | Common Stock  | 10,105                     | \$ 0.75  | D   |   |
| Stock Option (right to buy)                | (6)  | 03/28/2022      | Common Stock  | 27,946                     | \$ 0.81  | D   |   |
| Stock Option (right to buy)                | (7)  | 10/10/2023      | Common Stock  | 33,483                     | \$ 8.37  | D   |   |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Bauerlein Alison<br>326 BOLLAY DRIVE<br>GOLETA, CA 93117 |               |           | See Remarks |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Alison Bauerlein                           |  | 02/12/2014          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month (1) on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is January 1, 2008.

Subject to the reporting person's continuing service, twenty-five percent (25%) of the shares subject to the option shall vest and become exercisable on the one year anniversary of the vesting commencement date, and thereafter, one thirty-sixth (1/36th) of the remaining (2) shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is February 10, 2009.

Subject to the reporting person's continuing service, sixty percent (60%) of the shares subject to the option shall vest and become exercisable on the vesting commencement date, and thereafter, one thirtieth (1/30th) of the remaining shares subject to the option shall (3) vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the thirty (30) month anniversary of the vesting commencement date. The vesting commencement date for this option is February 24, 2010.

Subject to the reporting person's continuing service, twenty-five percent (25%) of the shares subject to the option shall vest and become exercisable on the one year anniversary of the vesting commencement date, and thereafter, one thirty-sixth (1/36th) of the remaining (4) shares subject to the option shall vest each month on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is February 24, 2010.

Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month (5) on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is August 1, 2011.

Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month (6) on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is April 1, 2012.

Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month (7) on the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is October 1, 2013.

### Remarks:

VP, Finance and Chief Financial Officer

Exhibit 24 - Power of Attorney

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.

Exhibit 24  
POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Inogen, Inc. (the "Company"), hereby constitutes and appoints Raymond Huggenberger, Leslyn Cicekli, Daniel Koeppen and Zachary Myers the undersigned's true and lawful attorneys-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorneys-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of February, 2014.

Signature: /s/ Alison Bauerlein

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Print Name: Alison Bauerlein

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