

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

**Table I - Non-Derivative Securities Beneficially Owned**

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	911	I	See footnote <a href="#">(1)</a>
Common Stock	427	I	See footnote <a href="#">(2)</a>
Common Stock	48,098	I	See footnote <a href="#">(3)</a>

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			
Series B Preferred Stock	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	6,216	\$ 0	I	See footnote <a href="#">(1)</a>
Series C Preferred Stock	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	3,271	\$ 0	I	See footnote <a href="#">(1)</a>
Series D Preferred Stock	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	10,395	\$ 0	I	See footnote <a href="#">(1)</a>
Series E Preferred Stock	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	12,998	\$ 0	I	See footnote <a href="#">(1)</a>
Series B Preferred Stock	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	2,927	\$ 0	I	See footnote <a href="#">(2)</a>
Series C Preferred Stock	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock	1,539	\$ 0	I	See footnote <a href="#">(2)</a>
			Common				

Series D Preferred Stock	(4)	(4)	Stock	4,895	\$ 0	I	See footnote (2)
Series E Preferred Stock	(4)	(4)	Common Stock	6,120	\$ 0	I	See footnote (2)
Series B Preferred Stock	(4)	(4)	Common Stock	327,556	\$ 0	I	See footnote (3)
Series C Preferred Stock	(4)	(4)	Common Stock	172,421	\$ 0	I	See footnote (3)
Series D Preferred Stock	(4)	(4)	Common Stock	547,941	\$ 0	I	See footnote (3)
Series E Preferred Stock	(4)	(4)	Common Stock	684,970	\$ 0	I	See footnote (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINK WILLIAM J PHD 326 BOLLAY DRIVE GOLETA, CA 93117	X	X		

## Signatures

/s/ Alison Bauerlein, as Attorney-in-Fact		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).

(1) Shares held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). Versant Ventures II, LLC ("VVC II") serves as the sole general partner of VAF II-A. The reporting person is a director and/or member of VVC II and shares voting and dispositive power over the shares held by VAF II-A. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(2) Shares held by Versant Side Fund II, L.P. ("VSF II"). VVC II serves as the sole general partner of VSF II. The reporting person is a director and/or member of VVC II and shares voting and dispositive power over the shares held by VSF II. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(3) Shares held by Versant Venture Capital II, L.P. ("VV II"). VVC II serves as the sole general partner of VV II. The reporting person is a director and/or member of VVC II and shares voting and dispositive power over the shares held by VV II. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(4) Each share of (i) Series B Preferred Stock will automatically convert into 1.451080982 shares of the Issuer's Common Stock, (ii) Series C Preferred Stock will automatically convert into 1.730144671 shares of the Issuer's Common Stock, (iii) Series D Preferred Stock will automatically convert into 1.879505664 shares of the Issuer's Common Stock, and (iv) Series E Preferred Stock will automatically convert into 2.692436975 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

### Remarks:

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, Alison Bauerlein, 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/ William J. Link

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Print Name: William J. Link

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