

FORM 4

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

OMB APPROVAL	
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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * LINK WILLIAM J PHD			2. Issuer Name and Ticker or Trading Symbol Inogen Inc [INGN]			5. 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)		
(Last) 326 BOLLAY DRIVE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014					
(Street) GOLETA, CA 93117			4. 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		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/20/2014		C		69,209	A	(1)	70,120	I	See footnote (2)
Common Stock	02/20/2014		C		32,586	A	(1)	33,013	I	See footnote (3)
Common Stock	02/20/2014		C		3,647,718	A	(1)	3,695,816	I	See footnote (4)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(1)	02/20/2014		C		6,216		(1)	(1)	Common Stock	9,019	\$ 0	0	I	See footnote (2)
Series C Preferred Stock	(1)	02/20/2014		C		3,271		(1)	(1)	Common Stock	5,658	\$ 0	0	I	See footnote (2)
Series D Preferred Stock	(1)	02/20/2014		C		10,395		(1)	(1)	Common Stock	19,536	\$ 0	0	I	See footnote (2)
Series E Preferred Stock	(1)	02/20/2014		C		12,998		(1)	(1)	Common Stock	34,996	\$ 0	0	I	See footnote (2)
Series B Preferred Stock	(1)	02/20/2014		C		2,927		(1)	(1)	Common Stock	4,247	\$ 0	0	I	See footnote (3)
Series C Preferred Stock	(1)	02/20/2014		C		1,539		(1)	(1)	Common Stock	2,662	\$ 0	0	I	See footnote (3)
Series D Preferred Stock	(1)	02/20/2014		C		4,895		(1)	(1)	Common Stock	9,200	\$ 0	0	I	See footnote (3)
Series E Preferred Stock	(1)	02/20/2014		C		6,120		(1)	(1)	Common Stock	16,477	\$ 0	0	I	See footnote (3)
Series B Preferred Stock	(1)	02/20/2014		C		327,556		(1)	(1)	Common Stock	475,310	\$ 0	0	I	See footnote (4)

Series C Preferred Stock	(1)	02/20/2014		C		172,421	(1)	(1)	Common Stock	298,312	\$ 0	0	I	See footnote (4)
Series D Preferred Stock	(1)	02/20/2014		C		547,941	(1)	(1)	Common Stock	1,029,858	\$ 0	0	I	See footnote (4)
Series E Preferred Stock	(1)	02/20/2014		C		684,970	(1)	(1)	Common Stock	1,844,238	\$ 0	0	I	See footnote (4)

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	02/21/2014
**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 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.

(2) 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.

(3) 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.

(4) 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.

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

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