

Inogen Inc
Form 4/A
May 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Versant Ventures II LLC

2. Issuer Name and Ticker or Trading Symbol
Inogen Inc [INGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE SANSOME STREET, SUITE 3630

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2014

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
SAN FRANCISCO, CA 94104

4. If Amendment, Date Original Filed(Month/Day/Year)
11/07/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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	11/05/2014		J ⁽¹⁾		3,476	D	\$ 0	26,061	I	See Footnote (2)
Common Stock	11/05/2014		J ⁽³⁾		389,136	D	\$ 0	2,917,544	I	See Footnote (4)
Common Stock	11/05/2014		J ⁽⁵⁾		42,216	A	\$ 0	42,216	I	See Footnote (6)
Common Stock	11/05/2014		J ⁽⁷⁾		42,216	D	\$ 0	0	I	See Footnote

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1. Title of 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	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. Nature of Derivative Security (Instr. 5)
Common Stock		11/05/2014	J ⁽¹⁾	243	A	\$ 0 243	I		(6) By Robertson Family Trust ⁽⁸⁾
Common Stock		11/05/2014	J ⁽⁷⁾	2,798	A	\$ 0 3,041	I		By Robertson Family Trust ⁽⁸⁾
Common Stock		11/05/2014	J ⁽⁷⁾	5,596	A	\$ 0 5,596	I		By Lubash Mosses LLC and Evan Michael Moses Trust ⁽⁹⁾ ⁽¹⁰⁾
Common Stock		11/05/2014	J ⁽⁷⁾	5,199	A	\$ 0 13,640	I		By Bradley Bolzon ⁽¹¹⁾
Common Stock		11/05/2014	J ⁽⁷⁾	1,469	A	\$ 0 3,782	I		By Charles Warden ⁽¹²⁾
Common Stock		11/06/2014	S	4,238	D	\$ 24,561.7 58,495 ⁽¹³⁾	I		See Footnote ⁽¹⁴⁾
Common Stock		11/07/2014	S	3,150	D	\$ 23,949.9 55,345 ⁽¹⁵⁾	I		See Footnote ⁽¹⁴⁾

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

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SEC 1474
(9-02)

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	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. Nature of Derivative Security (Instr. 5)
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Versant Ventures II LLC ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Venture Capital II, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Side Fund II, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
Versant Affiliates Fund II-A, LP ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
ROBERTSON REBECCA B ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
LUBASH BARBARA N ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
Bolzon Bradley J PhD ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		
Warden Charles M ONE SANSOME STREET SUITE 3630 SAN FRANCISCO, CA 94104		X		

Signatures

/s/ Robin L.
Praeger

05/07/2015

**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).

(1) Represents a pro-rata in-kind distribution of Common Stock of the Issuer for no consideration by Versant Side Fund II, L.P. ("VSF II") to its partners.

Shares held by VSF II. Versant Ventures II, LLC ("VV II") serves as the sole general partner of VSF II. Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Ph.D., Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Charles M. Warden, and Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares held by VSF II, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

(3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Versant Venture Capital II, L.P. ("VVC II") without consideration to its partners.

Shares held by VVC II. VV II serves as the sole general partner of VVC II. Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Ph.D., Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Charles M. Warden, and Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares held by VVC II, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

(5) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata distribution of Common Stock of the Issuer by VVC II.

The shares are held by VV II. Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Ph.D., Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Charles M. Warden and Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares held by VV II, however, each disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

(7) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by VV II without consideration to its members.

(8) The shares are held by the Robertson Family Trust (the "Trust") for the benefit of Rebecca B. Robertson. Rebecca B. Robertson is a trustee of the Trust.

(9) The shares are held Lubash Moses LLC for the benefit of Barbara N. Lubash (the "LLC") for the benefit of Barbara N. Lubash. Barbara N. Lubash is a manager of the LLC.

(10) The shares are held by the Evan Michael Moses Trust for the benefit of Barbara N. Lubash.

(11) The shares are held by Bradley J. Bolzon.

(12) The shares are held by Charles M. Warden.

(13) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$24.13 and \$24.87 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(14) Shares held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). VV II serves as the sole general partner of VAF II-A. Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Ph.D., Donald B. Milder, Rebecca B. Robertson, Bradley J. Bolzon, Charles M. Warden, and Barbara N. Lubash are directors and/or members of VV II and share voting and dispositive power over the shares held by VAF II-A, however, each disclaim beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

(15) Price reflected is the weighted-average sale price for shares sold. The range of the sale prices for the transaction was \$23.475 and \$24.34 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Remarks:

Filing 1 of 2

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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