Inogen Inc Form 3 February 12, 2014

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, 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Inogen Inc [INGN] À Versant Ventures II LLC (Month/Day/Year) 02/12/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 3000 SAND HILL ROAD, (Check all applicable) BLDG. 4, SUITE 210 (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person MENLO PARK, Â CAÂ 94025 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) 911 I Common Stock See footnote (1) Common Stock 427 See footnote (2) Common Stock 48.098 I See footnote (3)Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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 3. Title and Amount of 4. 5. 6. Nature of Indirect Securities Underlying Conversion Ownership

Expiration Date (Month/Day/Year)

Securities Underlying Conversion Ownership

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			Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	(4)	(4)	Common Stock	6,216	\$ 0	I	See footnote (1)
Series C Preferred Stock	(4)	(4)	Common Stock	3,271	\$ 0	I	See footnote (1)
Series D Preferred Stock	(4)	(4)	Common Stock	10,395	\$ 0	I	See footnote (1)
Series E Preferred Stock	(4)	(4)	Common Stock	12,998	\$ 0	I	See footnote (1)
Series B Preferred Stock	(4)	(4)	Common Stock	2,927	\$ 0	I	See footnote (2)
Series C Preferred Stock	(4)	(4)	Common Stock	1,539	\$ 0	I	See footnote (2)
Series D Preferred Stock	(4)	(4)	Common 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		
Versant Ventures II LLC 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025	Â	ÂX	Â	Â	
Versant Venture Capital II, LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CA 94025	Â	ÂΧ	Â	Â	
Versant Side Fund II, LP	Â	ÂΧ	Â	Â	

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3000 SAND HILL ROAD, BLDG. 4, SUITE 210 MENLO PARK, CAÂ 94025

Versant Affiliates Fund II-A, LP 3000 SAND HILL ROAD, BLDG. 4, SUITE 210 Â Â X Â Â MENLO PARK, CAÂ 94025

Signatures

/s/ Robin Preager, CFO 02/12/2014

**Signature of Date
Reporting Person

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).
- 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. Brian G. Atwood, Samuel D. Colella, Ross A. Jaffe, William J. Link, Ph.D., Donald B. Milder, Rebecca B. Robertson,
- (1) Bradley J. Bolzon, Charles M. Warden, and Barbara N. Lubash are directors and/or members of VVC 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. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.
 - Shares held by Versant Side Fund II, L.P. ("VSF II"). VVC 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
- (2) Barbara N. Lubash are directors and/or members of VVC 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. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.
 - Shares held by Versant Venture Capital II, L.P. ("VV II"). VVC II serves as the sole general partner of 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
- (3) Barbara N. Lubash are directors and/or members of VVC 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. William J. Link, Ph.D. is a director of the Issuer and, accordingly, files separate Section 16 reports.
 - 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
- (4) 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.

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.

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