

ATWOOD BRIAN G
Form 4
September 12, 2014

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

3000 SAND HILL ROAD, STE 4-210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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	09/09/2014		S		7,388	D	\$ 23.2496 (1)
Common Stock	09/09/2014		J(3)		3,476	D	\$ 0 29,537
Common Stock	09/09/2014		J(5)		389,136	D	\$ 0 3,306,680
Common Stock	09/09/2014		J(7)		194	A	\$ 0 194

									(8)
Common Stock	09/09/2014		J ⁽⁷⁾	388	A	\$ 0	388	I	see footnote (9)
Common Stock	09/09/2014		J ⁽⁷⁾	243	A	\$ 0	243	I	see footnote (10)
Common Stock	09/09/2014		J ⁽⁷⁾	243	A	\$ 0	243	I	see footnote (11)
Common Stock	09/09/2014		J ⁽⁷⁾	486	A	\$ 0	486	I	see footnote (12)
Common Stock	09/09/2014		J ⁽⁷⁾	243	A	\$ 0	243	I	see footnote (13)

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

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(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 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 (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				X

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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.

- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer to the partners of Versant Side Fund II, L.P. ("VSF II") without the receipt of consideration.
Shares held by 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 Barbara N. Lubash are directors and/or members of VVC 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.
- (4) Represents a pro-rata in-kind distribution of Common Stock of the Issuer to the partners of Versant Venture Capital II, L.P. ("VV II") without the receipt of consideration.
Shares held by 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 Barbara N. Lubash are directors and/or members of VVC 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 in such shares.
- (5) Represents receipt of an in-kind distribution of Common Stock from VSF II to its limited partners.
- (6) Shares held by Atwood-Edminster Trust dated 4/2/2000 for the benefit of Brian G. Atwood.
- (7) Shares held by Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 for the benefit of Samuel D. Colella.
- (8) Shares held by Jaffe Family Trust for the benefit of Ross A. Jaffe.
- (9) Shares held by Link Family Trust, dated May 19, 2005 for the benefit of William J. Link.
- (10) Shares held by Milder Community Property Trust Dated 11/7/91, as amended and restated 11/20/98 for the benefit of Donald B. Milder.
- (11) Shares held by Robertson Family Trust U/D/T 5/7/98 for the benefit of Rebecca B. Robertson.
- (12)
- (13)

Remarks:

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. 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.