

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 Person * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ARBORETUM VENTURES II LP | | | (Month/Day/Year) | | Inogen Inc [INGM] | |
| (Last) | (First) | (Middle) | 02/12/2014 | | | |
| 303 DETROIT STREET, SUITE 301 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | (Check all applicable) | | | |
| ANN ARBOR,Â MIÂ 48104 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | | | |

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 | 10,432 | I | See Footnote (2) |
| Common Stock | 6,954 | I | See Footnote (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|------------------|---------------------|----------------------------|------------------------------|---------------------------------------------------------------|-----------------------------|
| Series D Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 59,931 | \$ 0 | I | See Footnote ⁽²⁾ |
| Series E Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 53,548 | \$ 0 | I | See Footnote ⁽²⁾ |
| Series F Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 33,612 | \$ 0 | I | See Footnote ⁽²⁾ |
| Series D Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 39,953 | \$ 0 | I | See Footnote ⁽³⁾ |
| Series E Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 35,698 | \$ 0 | I | See Footnote ⁽³⁾ |
| Series F Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 22,408 | \$ 0 | I | See Footnote ⁽³⁾ |
| Series D Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 23,121 | \$ 0 | I | See Footnote ⁽⁴⁾ |
| Series F Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 975,846 | \$ 0 | I | See Footnote ⁽⁴⁾ |
| Series G Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 345,168 | \$ 0 | I | See Footnote ⁽⁴⁾ |
| Series D Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 5,417 | \$ 0 | I | See Footnote ⁽⁵⁾ |
| Series F Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 228,636 | \$ 0 | I | See Footnote ⁽⁵⁾ |
| Series G Preferred Stock | 02/12/2014 | ∞ ⁽¹⁾ | Common Stock | 80,871 | \$ 0 | I | See Footnote ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARBORETUM VENTURES II LP 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104 | ∞ | ∞ X | ∞ | ∞ |
| Arboretum Ventures, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR, MI 48104 | ∞ | ∞ X | ∞ | ∞ |
| Arboretum Investment Manager, LLC 303 DETROIT STREET, SUITE 301 | ∞ | ∞ X | ∞ | ∞ |

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) Each share of (i) Series D Preferred Stock will automatically convert into 1.879505664 shares of Common Stock, (ii) Series E Preferred Stock will automatically convert into 2.692436975 shares of Common Stock, (iii) Series F Preferred Stock will automatically convert into 1 share of Common Stock, and (iv) Series G Preferred Stock will automatically convert into 1 share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(2) These shares are held by Arboretum Ventures 1, LLC ("Ventures 1"). Arboretum Investment Manager, LLC ("AIM") serves as the managing member of Ventures 1. Arboretum Ventures, Inc. ("INC") serves as the Manager of AIM. Jan Garfinkle and Timothy Petersen are the sole shareholders of INC and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.

(3) These shares are held by Arboretum Ventures 1-A, LLC ("Ventures 1-A"). AIM serves as the managing member of Ventures 1-A. INC serves as the Manager of AIM. Jan Garfinkle and Timothy Petersen are the sole shareholders of INC and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.

(4) These shares are held by Arboretum Ventures II, L.P. ("Ventures II"). Arboretum Investment Manager II, LLC ("AIM II") serves as the general partner of Ventures II. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.

(5) These shares are held by Arboretum Ventures IIa, L.P. ("Ventures IIa"). AIM II serves as the sole manager of Arboretum Investment Manager IIa, LLC ("AIM IIa"), which serves as the general partner of Ventures IIa. Jan Garfinkle and Timothy Petersen are the managing members of AIM II and share the power to vote or dispose of these shares and therefore may be deemed to have voting and investment power with respect to such shares; however, they disclaim beneficial ownership of the shares except to the extent of their pecuniary interests therein. Timothy Petersen is a director of the Issuer and, accordingly, files separate Section 16 reports.

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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