

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 * Â Novo A/S (Last) (First) (Middle)  TUBORG HAVNEVEJ 19 (Street)  HELLERUP,Â G7Â 2900 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/12/2014	3. Issuer Name and Ticker or Trading Symbol Inogen Inc [INGN]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) SEE REMARKS	5. 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
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**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	88,393	D	Â

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
SERIES B PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	30,839 (1) \$ (1)		D	Â
SERIES C PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	1,967 (1) \$ (1)		D	Â
SERIES D PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	914,516 (1) \$ (1)		D	Â
SERIES E PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	1,363,283 (1) \$ (1)		D	Â
SERIES F PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	1,260,504 (1) \$ (1)		D	Â
SERIES G PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	2,376,947 (1) \$ (1)		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	04/27/2007	04/27/2017	COMMON STOCK	26,365 \$ 0.3		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	05/31/2007	05/31/2017	COMMON STOCK	19,022 \$ 0.3		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	06/22/2007	06/22/2017	COMMON STOCK	12,681 \$ 0.3		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	07/17/2007	07/17/2017	COMMON STOCK	5,570 \$ 0.3		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	08/06/2007	08/06/2017	COMMON STOCK	2,727 \$ 0.3		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	10/05/2007	10/19/2017	COMMON STOCK	52,018 \$ 0.3		D	Â
COMMON STOCK WARRANT (RIGHT TO BUY)	02/27/2009	02/26/2019	COMMON STOCK	11,488 \$ 0.3		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novo A/S TUBORG HAVNEVEJ 19 HELLERUP,Â G7Â 2900	Â	Â X	Â	SEE REMARKS

## Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of  
Novo A/S

02/12/2014

\_\_Signature of Reporting Person

Date

## 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) Series B, C, D, E, F and G Preferred Stock (collectively, the "Preferred Stock") has no expiration date and is convertible at any time, at the holder's election. Upon the closing of the Issuer's initial public offering, the Preferred Stock will automatically convert into shares of the Issuer's Common Stock based on the Applicable Conversion Price (as defined in the Issuer's Twelfth Amended and Restated Certificate of Incorporation).

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### Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo

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.