

Inogen Inc  
 Form 4  
 September 17, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 ARBORETUM VENTURES II LP

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)  
 303 DETROIT STREET, SUITE 301  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/15/2014

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

ANN ARBOR, MI 48104

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

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	Price		
Common Stock	09/15/2014		S <sup>(1)</sup>	1,311	D	\$ 21.4505 (2)	299,547 I	see footnote (3)
Common Stock	09/15/2014		S <sup>(1)</sup>	874	D	\$ 21.4505 (2)	199,693 I	see footnote (4)
Common Stock	09/15/2014		S <sup>(1)</sup>	5,928	D	\$ 21.4505 (2)	1,358,542 I	see footnote (5)
Common Stock	09/15/2014		S <sup>(1)</sup>	1,387	D	\$ 21.4505 (2)	318,301 I	see footnote (6)

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Common Stock	09/16/2014	S <sup>(1)</sup>	897	D	\$ (7)	21.1615	298,650	I	see footnote (3)
Common Stock	09/16/2014	S <sup>(1)</sup>	598	D	\$ (7)	21.1615	199,095	I	see footnote (4)
Common Stock	09/16/2014	S <sup>(1)</sup>	4,056	D	\$ (7)	21.1615	1,354,486	I	see footnote (5)
Common Stock	09/16/2014	S <sup>(1)</sup>	949	D	\$ (7)	21.1615	317,352	I	see footnote (6)
Common Stock	09/17/2014	S <sup>(1)</sup>	5,401	D	\$ (8)	21.7238	293,249	I	see footnote (3)
Common Stock	09/17/2014	S <sup>(1)</sup>	3,600	D	\$ (8)	21.7238	195,495	I	see footnote (4)
Common Stock	09/17/2014	S <sup>(1)</sup>	24,420	D	\$ (8)	21.7238	1,330,066	I	see footnote (5)
Common Stock	09/17/2014	S <sup>(1)</sup>	5,714	D	\$ (8)	21.7238	311,638	I	see footnote (6)

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



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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 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.

- (5) 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.

- (6) 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.

- (7) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$21.00 to \$21.350 per share. Each Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (8) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$21.3450 to \$22.2500 per share. Each Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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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