

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 LARSEN CHARLES E | | (Month/Day/Year) | Inogen Inc [INGN] | |
| (Last) | (First) | (Middle) | 02/12/2014 | |
| 326 BOLLAY DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| GOLETA,Â CAÂ 93117 | | | <input checked="" type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

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 | 15,231 | I | See footnote <u>(1)</u> |

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 C Preferred Stock | Â (2) | Â (2) | Common Stock | 142,207 | \$ 0 | I | See footnote (1) |
| Series D Preferred Stock | Â (2) | Â (2) | Common Stock | 128,730 | \$ 0 | I | See footnote (1) |
| Series E Preferred Stock | Â (2) | Â (2) | Common Stock | 132,528 | \$ 0 | I | See footnote (1) |
| Warrant to Purchase Shares of Series C Preferred Stock | 06/01/2005 | Â (3) | Common Stock | 2,533 | \$ 17.58 | I | See footnote (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LARSEN CHARLES E 326 BOLLAY DRIVE GOLETA, CA 93117 | Â X | Â | Â | Â |

Signatures

/s/ Alison Bauerlein, as
Attorney-in-Fact

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).

Shares held by AMV Partners I, L.P. ("AMV"). AMV has sole voting and dispositive power over the shares, except that (i) Accuitive Medical Ventures, LLC (AMV LLC"), the general partner of AMV, may be deemed to have shared power to vote and dispose of these (1) shares, and (ii) the reporting person, a managing member of AMV LLC, may be deemed to have shared power to vote and dispose of these shares. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares.

(2) Each share of (i) Series C Preferred Stock will automatically convert into 1.730144671 shares of the Issuer's Common Stock, (ii) Series D Preferred Stock will automatically convert into 1.879505664 shares of the Issuer's Common Stock, and (iii) 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.

(3) This Warrant to Purchase Shares of Series C Preferred Stock shall expire on the earlier of May 31, 2015 or the closing of the Issuer's initial public offering.

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Remarks:

Exhibit 24 - Power of Attorney

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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