

JAFFE ROSS A MD
Form 4
October 09, 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 *
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)
10/07/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 62,733 | I | See Footnote <u>(1)</u> |
| Common Stock | | | | | 29,537 | I | See Footnote <u>(2)</u> |
| Common Stock | | | | | 3,306,680 | I | See Footnote <u>(3)</u> |
| Common Stock | 10/07/2014 | | J ⁽⁴⁾ | 66,857 D \$ 0 | 0 | D | |
| Common Stock | 10/07/2014 | | J | 8,807 A \$ 0 | 9,001 | I | By Atwood Edminster Trust <u>(5)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------------------------|-------|---|--|
| Common Stock | 10/07/2014 | | J | 8,808 | A | \$ 0 | 9,196 | I | By Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 ⁽⁶⁾ |
| Common Stock | 10/07/2014 | | J | 8,808 | A | \$ 0 | 9,051 | I | By The Jaffe Family Trust ⁽⁷⁾ |
| Common Stock | 10/07/2014 | | J | 8,808 | A | \$ 0 | 9,051 | I | By The Link Family Trust ⁽⁸⁾ |
| Common Stock | 10/07/2014 | | J | 2,202 | A | \$ 0 | 2,688 | I | By Milder Community Property Trust ⁽⁹⁾ |
| Common Stock | 10/07/2014 | | J | 8,138 | A | \$ 0 | 8,138 | I | By Lubash Moses LLC ⁽¹⁰⁾ |
| Common Stock | 10/07/2014 | | J | 669 | A | \$ 0 | 669 | I | By Evan Michael Moses Trust ⁽¹¹⁾ |
| Common Stock | 10/08/2014 | | S | 6,382 | D | \$ 21.0266 ⁽¹²⁾ | 1,756 | I | By Lubash Moses LLC |
| Common Stock | 10/08/2014 | | S | 525 | D | \$ 21.0266 ⁽¹²⁾ | 144 | I | By Evan Michael Moses Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 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. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Versant Ventures II LLC 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| Versant Venture Capital II, LP 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| Versant Side Fund II, LP 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| Versant Affiliates Fund II-A, LP 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| ATWOOD BRIAN G 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| LINK WILLIAM J PHD 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| LUBASH BARBARA N 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| MILDER DONALD B 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| COLELLA SAMUEL D 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |
| JAFFE ROSS A MD 3000 SAND HILL ROAD, STE 4-210 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Robin L.
Praeger 10/08/2014

__Signature of
Reporting Person Date

Robin L.
Praeger 10/08/2014

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Reporting Person Date

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Robin L.
Praeger 10/08/2014

__Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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)

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Shares held by Versant Affiliates Fund II-A, L.P. ("VAF II-A"). Versant Ventures II, LLC ("VV II") serves as the sole general partner of VAF II-A. 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 VV II and share voting and dispositive 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.

- (2) Shares held by Versant Side Fund II, L.P. ("VSF II"). VV 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 VV 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.
- (3) Shares held by Versant Venture Capital II, L.P. ("VVC II"). VV II serves as the sole general partner of VVC 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 VV II and share voting and dispositive power over the shares held by VVC 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 by VV II without consideration to its members.
- (5) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by the Atwood-Edminster Trust dated 4/2/2000 (the "Trust") for the benefit of Brian G. Atwood. Brian G. Atwood is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (6) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by Colella Family Partners and Colella Family Trust UTA Dated 9/21/92 for the benefit of Samuel D. Colella for the benefit of Samuel D. Colella. Samuel D. Colella is a general partner of Colella Family Partners and a trustee of Colella Family Trust UTA Dated 9/21/92. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (7) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by the The Jaffe Family Trust (the "Trust") for the benefit of Ross A. Jaffe. Ross A. Jaffe is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (8) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by the The Link Family Trust (the "Trust") for the benefit of William J. Link. William J. Link is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (9) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by the Milder Community Property Trust (the "Trust") for the benefit of Donald B. Milder. Donald B. Milder is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (10) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by Lubash Moses LLC (the "LLC") for the benefit of Barbara N. Lubash. Barbara N. Lubash is a manager of the LLC. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (11) Represents a change in the form of ownership by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by VV II. The shares are held by the Evan Michael Moses Trust (the "Trust") for the benefit of Barbara N. Lubash, or one or more of her family members. Barbara N. Lubash is a trustee of the Trust. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his proportionate pecuniary interest therein.
- (12) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$21.00 to \$21.19 per share. The 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.

Remarks:

Filing 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.