

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

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.

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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Series A Preferred Stock	Â (1)	Â (1)	Common Stock	48,333	\$ 0	I	See footnote (2)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	19,997	\$ 0	I	See footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	5,125	\$ 0	I	See footnote (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	18,484	\$ 0	I	See footnote (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	13,564	\$ 0	I	See footnote (3)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	333	\$ 0	I	See footnote (3)
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	833	\$ 0	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Stephen 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).

- (1) Each share of (i) Series A Preferred Stock will automatically convert into 1.017087063 shares of the Issuer's Common stock, (ii) Series B Preferred Stock will automatically convert into 1.451080982 shares of the Issuer's Common Stock, (iii) Series C Preferred Stock will automatically convert into 1.730144671 shares of the Issuer's Common Stock, (iv) Series D Preferred Stock will automatically convert into 1.879505664 shares of the Issuer's Common Stock, and (v) 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.
- (2) Shares held by Stephen E. Cooper and Susan D. Cooper, as trustees of the Cooper Revocable Trust dated July 26, 1996.
- (3) Shares held by the Stephen E. Cooper Family Partnership in which the reporting person is the General Partner and has voting and dispositive power over such shares.

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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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