

Inogen Inc
Form 4
November 20, 2015

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREER R SCOTT

(Last) (First) (Middle)

**C/O INOGEN, INC., 326 BOLLAY
DRIVE**

(Street)

GOLETA, CA 93117

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Inogen Inc [INGN]

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

11/18/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/18/2015		X		15,218	A	\$ 0.3	15,218	I	See Footnote (1)
Common Stock								14,485	I	See Footnote (2)

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
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SEC 1474
(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	1,188	06/15/2007	06/15/2017	Common Stock	1,188
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	9,280	10/05/2007	10/05/2017	Common Stock	9,280
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	1,783	05/29/2007	05/29/2017	Common Stock	1,783
Warrant to Purchase Common Stock (Right to Buy)	\$ 0.3	11/18/2015		X	688	04/20/2017	04/20/2017	Common Stock	688
Warrant to Purchase Common Stock	\$ 0.3	11/18/2015		X	496	07/17/2007	07/17/2017	Common Stock	496

(Right to
Buy)

Warrant
to
Purchase
Common
Stock
(Right to
Buy)

\$ 0.3	11/18/2015	X	1,517	04/20/2007	04/20/2017	Common Stock	1,517
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Warrant
to
Purchase
Common
Stock
(Right to
Buy)

\$ 0.3	11/18/2015	X	266	04/20/2007	04/20/2017	Common Stock	266
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREER R SCOTT C/O INOGEN, INC. 326 BOLLAY DRIVE GOLETA, CA 93117	X			

Signatures

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

11/20/2015

__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) Shares held directly by Numenor Ventures, L.L.C. The reporting person and his wife are the managing members of Numenor Ventures, L.L.C.
 - (2) Shares held directly by the R. Scott Greer and Michelle Greer Revocable Trust, a trust for the benefit of the Reporting Person and the Reporting Person's spouse, for which the Reporting Person and the Reporting Pearson's spouse serve as trustees.
 - (3) This warrant is held by Numenor Ventures, L.L.C. The reporting person and his wife are the managing members of Numenor Ventures, L.L.C.

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.