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 *
Â ARBORETUM VENTURES II LP

(Last) (First) (Middle)

303 DETROIT STREET, SUITE 301

(Street)

ANN ARBOR,Â MIÂ 48104

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/12/2014

3. Issuer Name **and** Ticker or Trading Symbol
Inogen Inc [INGM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer _____ Other
(give title below) (specify below)

5. 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

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	10,432	I	See Footnote (2)
Common Stock	6,954	I	See Footnote (3)

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series D Preferred Stock	02/12/2014	Â (1)	Common Stock	59,931	$ 0	I	See Footnote (2)
Series E Preferred Stock	02/12/2014	Â (1)	Common Stock	53,548	$ 0	I	See Footnote (2)
Series F Preferred Stock	02/12/2014	Â (1)	Common Stock	33,612	$ 0	I	See Footnote (2)
Series D Preferred Stock	02/12/2014	Â (1)	Common Stock	39,953	$ 0	I	See Footnote (3)
Series E Preferred Stock	02/12/2014	Â (1)	Common Stock	35,698	$ 0	I	See Footnote (3)
Series F Preferred Stock	02/12/2014	Â (1)	Common Stock	22,408	$ 0	I	See Footnote (3)
Series D Preferred Stock	02/12/2014	Â (1)	Common Stock	23,121	$ 0	I	See Footnote (4)
Series F Preferred Stock	02/12/2014	Â (1)	Common Stock	975,846	$ 0	I	See Footnote (4)
Series G Preferred Stock	02/12/2014	Â (1)	Common Stock	345,168	$ 0	I	See Footnote (4)
Series D Preferred Stock	02/12/2014	Â (1)	Common Stock	5,417	$ 0	I	See Footnote (5)
Series F Preferred Stock	02/12/2014	Â (1)	Common Stock	228,636	$ 0	I	See Footnote (5)
Series G Preferred Stock	02/12/2014	Â (1)	Common Stock	80,871	$ 0	I	See Footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARBORETUM VENTURES II LP 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â X	Â	Â
Arboretum Ventures, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â X	Â	Â
Arboretum Investment Manager, LLC 303 DETROIT STREET, SUITE 301	Â	Â X	Â	Â

ANN ARBOR,Â MIÂ 48104					
Arboretum Investment Manager IIa, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â	X	Â	Â
Arboretum Ventures 1-A, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â	X	Â	Â
ARBORETUM VENTURES 11A LP 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â	X	Â	Â
Arboretum Investment Manager II, LLC 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â	X	Â	Â
Garfinkle Jan L. 303 DETROIT STREET, SUITE 301 ANN ARBOR,Â MIÂ 48104	Â	Â	X	Â	Â

Signatures

ARBORETUM VENTURES 1, LLC By: Arboretum Investment Manager, LLC Its: Manager By: Arboretum Ventures, Inc. Its: Manager By: /s/ Jan L. Garfinkle, President	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM VENTURES II, L.P. By: Arboretum Investment Manager II, LLC Its: General Partner By: /s/ Jan L. Garfinkle, Managing Director	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM INVESTMENT MANAGER, LLC By: Arboretum Ventures, Inc. Its: Manager By: /s/ Jan L. Garfinkle, President	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM INVESTMENT MANAGER IIA, LLC By: Arboretum Investment Manager II, LLC Its: Manager By: /s/ Jan L. Garfinkle, Managing Director	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM VENTURE 1-A, LLC By: Arboretum Investment Manager, LLC Its: Manager By: Arboretum Ventures, Inc. Its: Manager By: /s/ Jan L. Garfinkle, President	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM VENTURES IIA, L.P. By: Arboretum Investment Manager IIa, LLC Its: General Partner By: Arboretum Investment Manager II, LLC Its: Manager By: /s/ Jan L. Garfinkle, Managing Director	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM INVESTMENT MANAGER II, LLC By: /s/ Jan L. Garfinkle, Managing Director	02/12/2014
**Signature of Reporting Person	Date
ARBORETUM VENTURES, INC. By: /s/ Jan L. Garfinkle, President /s/ JAN L. GARFINKLE	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 D Preferred Stock will automatically convert into 1.879505664 shares of Common Stock, (ii) Series E Preferred Stock will automatically convert into 2.692436975 shares of Common Stock, (iii) Series F Preferred Stock will automatically convert into 1 share of Common Stock, and (iv) Series G Preferred Stock will automatically convert into 1 share of Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration. The shares have no expiration date.

(2) These shares are held by Arboretum Ventures 1, LLC ("Ventures 1"). Arboretum Investment Manager, LLC ("AIM") serves as the managing member of Ventures 1. Arboretum Ventures, Inc. ("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.

(3) 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.

(4) 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.

(5) 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.

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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