

Inogen Inc
Form 4
February 24, 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 *
Novo A/S

(Last) (First) (Middle)

TUBORG HAVNEVEJ 19

(Street)

HELLERUP, G7 2900

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Inogen Inc [INGN]

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2014

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) ___X___ Other (specify below)

SEE REMARKS

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
COMMON STOCK	02/20/2014		C		5,948,056 (1)	A	\$ 0 (1) 6,036,449 D
COMMON STOCK	02/20/2014		S		617,000	D	\$ 14.88 5,419,449 D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
SERIES B PREFERRED STOCK	(1)	02/20/2014		C	21,253	(1)	(1)	COMMON STOCK	
SERIES C PREFERRED STOCK	(1)	02/20/2014		C	1,137	(1)	(1)	COMMON STOCK	
SERIES D PREFERRED STOCK	(1)	02/20/2014		C	486,573	(1)	(1)	COMMON STOCK	9
SERIES E PREFERRED STOCK	(1)	02/20/2014		C	506,338	(1)	(1)	COMMON STOCK	1,
SERIES F PREFERRED STOCK	(1)	02/20/2014		C	1,260,504	(1)	(1)	COMMON STOCK	1,
SERIES G PREFERRED STOCK	(1)	02/20/2014		C	2,376,947	(1)	(1)	COMMON STOCK	2,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novo A/S TUBORG HAVNEVEJ 19 HELLERUP, G7 2900		X		SEE REMARKS

Signatures

/s/ Thorkil Kastberg Christensen, Chief Financial Officer of
Novo A/S

02/24/2014

__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) Series B, C, D, E, F and G Preferred Stock (collectively, the "Preferred Stock") had no expiration date was convertible at any time, at the holder's election. Upon the closing of the Issuer's initial public offering, the Preferred Stock automatically converted into shares of the Issuer's Common Stock based on the Applicable Conversion Price (as defined in the Issuer's Twelfth Amended and Restated Certificate of Incorporation).

Remarks:

Novo A/S is a Danish limited liability company. The board of directors of Novo A/S (the "Novo Board"), currently is comprised of

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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