Inogen Inc Form 3/A August 16, 2016

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Estimated average burden hours per

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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

A Taylor Brenton

(Last)

(First) (Middle)

(Month/Day/Year)

02/12/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

326 BOLLAY DRIVE

(Street)

Statement Inogen Inc [INGN]

4. Relationship of Reporting

Person(s) to Issuer

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

02/12/2014

(Check all applicable)

Director 10% Owner _X__ Officer Other (give title below) (specify below) EVP, Engineering

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Form filed by More than One Reporting Person

GOLETA, CAÂ 93117

1. Title of Security

(Instr. 4)

(City) (State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Expiration Exercisable Date

Amount or Title Number of Shares

Direct (D) or Indirect (I) (Instr. 5)

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Stock Option (Right to Buy) (1)

(2)

10/10/2023 Common

1,894 (3) \$ 8.37

I By Spouse

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Taylor Brenton

326 BOLLAY DRIVE GOLETA, CAÂ 93117 ÂÂ

EVP, Engineering Â

Signatures

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

08/16/2016

**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) This option was omitted from the reporting person's original form 3 filed on 02/12/2014, and subsequently reported on the reporting person's form 3/A filed on 12/31/2014.
- Subject to the reporting person's continuing service, one forty-eighth (1/48th) of the shares subject to the option shall vest each month on (2) the same day as the vesting commencement date, such that the shares subject to the option shall become fully vested and exercisable on
- the fourth (4th) anniversary of the vesting commencement date. The vesting commencement date for this option is October 1, 2013.
- (3) The number of shares subject to the option was incorrectly reported as 18,947 on the reporting person's form 3/A filed on 12/31/2014.

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.

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