

INTERMOLECULAR INC
Form 3
November 17, 2011

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)

<p>1. Name and Address of Reporting Person *</p> <p>Redpoint Ventures II, L.P.</p> <p>(Last) (First) (Middle)</p> <p>3000 SAND HILL ROAD, BUILDING TWO, SUITE 290</p> <p>(Street)</p> <p>MENLO PARK, CA 94025</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/17/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INTERMOLECULAR INC [IMI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	1,924,217	\$ 0	I	See Footnote <u>(4)</u>
Series A Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	44,493	\$ 0	I	See Footnote <u>(5)</u>
Series B Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	3,665,204	\$ 0	I	See Footnote <u>(4)</u>
Series B Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	84,748	\$ 0	I	See Footnote <u>(5)</u>
Series C Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	998,668	\$ 0	I	See Footnote <u>(4)</u>
Series C Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	23,092	\$ 0	I	See Footnote <u>(5)</u>
Series D Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	495,655	\$ 0	I	See Footnote <u>(4)</u>
Series D Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	11,461	\$ 0	I	See Footnote <u>(5)</u>
Series E Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	339,647	\$ 0	I	See Footnote <u>(4)</u>
Series E Convertible Preferred Stock <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Common Stock	7,854	\$ 0	I	See Footnote <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Ventures II, L.P. 3000 SAND HILL ROAD BUILDING TWO, SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â
Redpoint Associates II, LLC 3000 SAND HILL ROAD BUILDING TWO, SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â
Redpoint Ventures II, LLC 3000 SAND HILL ROAD BUILDING TWO, SUITE 290 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

REDPOINT VENTURES II, L.P. By: Redpoint Ventures II, LLC Its: General Partner By: /s/ John L. Walecka, Managing Director	11/17/2011
__Signature of Reporting Person	Date
REDPOINT ASSOCIATES II, LLC By: /s/ John L. Walecka, Manager	11/17/2011
__Signature of Reporting Person	Date
REDPOINT VENTURES II, LLC By: /s/ John L. Walecka, Managing Director	11/17/2011
__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 Series A, Series B, Series C, Series D and Series E Convertible Preferred Stock will automatically convert on a 1-for-2 basis into common stock upon the consummation of the Issuer's initial public offering.
- (2) The securities are immediately convertible.
- (3) The expiration date is not relevant to the conversion of these securities.
- (4) The shares are owned by Redpoint Ventures II, L.P. ("RV II"). Redpoint Ventures II, LLC ("RV II LLC") serves as the sole General Partner of RV II. As such, RV II LLC has voting and investment control over the shares owned by RV II, and may be deemed to beneficially own the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV II LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (5) The shares are owned by Redpoint Associates II, LLC, which is under common control with RV II LLC.

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.