

INTERMOLECULAR INC
Form 4
November 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BARUCH THOMAS R

(Last) (First) (Middle)

CMEA VENTURES, ONE
LETTERMAN DRIVE, BLDG. C,
STE. CM500

(Street)

SAN FRANCISCO, CA 94129-2402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERMOLECULAR INC [IMI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2011

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)
Common Stock, \$0.001 per share	11/23/2011		C	1,923,912 A	1,923,912	I	See Footnote (2)
Common Stock, \$0.001 per share	11/23/2011		C	3,663,703 A	5,587,615	I	See Footnote (2)
Common Stock, \$0.001 per share	11/23/2011		C	998,371 A	6,585,986	I	See Footnote (2)

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share									
Common Stock, \$0.001 per share	11/23/2011		C	495,503	A	<u>(D)</u>	7,081,489	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011		C	294,011	A	<u>(D)</u>	7,375,500	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011		C	44,798	A	<u>(D)</u>	44,798	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011		C	86,249	A	<u>(D)</u>	131,047	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011		C	23,389	A	<u>(D)</u>	154,436	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011		C	11,613	A	<u>(D)</u>	166,049	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011		C	6,894	A	<u>(D)</u>	172,943	I	See Footnote <u>(3)</u>

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares

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Series A Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	3,847,824	<u>(4)</u>	<u>(5)</u>	Common Stock	1,923,
Series A Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	89,597	<u>(4)</u>	<u>(5)</u>	Common Stock	44,79
Series B Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	7,327,408	<u>(4)</u>	<u>(5)</u>	Common Stock	3,663,
Series B Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	172,498	<u>(4)</u>	<u>(5)</u>	Common Stock	86,2
Series C Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	1,996,743	<u>(4)</u>	<u>(5)</u>	Common Stock	998,3
Series C Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	46,778	<u>(4)</u>	<u>(5)</u>	Common Stock	23,3
Series D Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	991,007	<u>(4)</u>	<u>(5)</u>	Common Stock	495,5
Series D Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	23,226	<u>(4)</u>	<u>(5)</u>	Common Stock	11,6
Series E Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	588,023	<u>(4)</u>	<u>(5)</u>	Common Stock	294,0
Series E Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	13,788	<u>(4)</u>	<u>(5)</u>	Common Stock	6,89

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARUCH THOMAS R
CMEA VENTURES
ONE LETTERMAN DRIVE, BLDG. C, STE. CM500
SAN FRANCISCO, CA 94129-2402

X X

Signatures

/s/ Thomas R.
Baruch

11/23/2011

**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) Each share of Series A, Series B, Series C, Series D and Series E Convertible Preferred Stock automatically converted into one-half of one share of common stock immediately prior to the consummation of the Issuer's initial public offering.

(2) The shares are held by CMEA Ventures VI, L.P. ("CMEA Ventures VI"). Thomas R. Baruch, a member of Issuer's board of directors, is a general partner of CMEA Ventures VI Management, L.P. ("CMEA VI Management"), the general partner of CMEA Ventures VI, and has voting and investment power over the shares held by CMEA Ventures VI. Mr. Baruch disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

(3) The shares are held by CMEA Ventures VI GmbH & Co. KG ("CMEA Ventures VI GmbH"). Thomas R. Baruch, a member of Issuer's board of directors, is a general partner of CMEA VI Management, the managing limited partner of CMEA Ventures VI GmbH, and has voting and investment power over the shares held by CMEA Ventures VI GmbH. Mr. Baruch disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

(4) The securities are immediately convertible.

(5) The expiration date is not relevant to the conversion of these securities.

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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