

WALECKA JOHN L
Form 4
November 23, 2011

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 *
WALECKA JOHN L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
REDPOINT VENTURES 3000
SAND HILL ROAD, BLDG. TWO,
SUITE 290

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

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

(Street)
MENLO PARK, CA 94025

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

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

(City) (State) (Zip)

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	1,924,217 A	1,924,217	I	See Footnote (2)
Common Stock, \$0.001 per share	11/23/2011		C	3,665,204 A	5,589,421	I	See Footnote (2)
Common Stock, \$0.001 per share	11/23/2011		C	998,668 A	6,588,089	I	See Footnote (2)

share								
Common Stock, \$0.001 per share	11/23/2011	C	495,655	A	<u>(1)</u>	7,083,744	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011	C	339,647	A	<u>(1)</u>	7,423,391	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011	C	44,493	A	<u>(1)</u>	44,493	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	84,748	A	<u>(1)</u>	129,241	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	23,092	A	<u>(1)</u>	152,333	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	11,461	A	<u>(1)</u>	163,794	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	7,854	A	<u>(1)</u>	171,648	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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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	3,848,435	<u>(4)</u>	<u>(5)</u>	Common Stock	1,924,
Series A Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	88,986	<u>(4)</u>	<u>(5)</u>	Common Stock	44,4
Series B Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	7,330,408	<u>(4)</u>	<u>(5)</u>	Common Stock	3,665,
Series B Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	169,498	<u>(4)</u>	<u>(5)</u>	Common Stock	84,7
Series C Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	1,997,337	<u>(4)</u>	<u>(5)</u>	Common Stock	998,6
Series C Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	46,184	<u>(4)</u>	<u>(5)</u>	Common Stock	23,0
Series D Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	991,311	<u>(4)</u>	<u>(5)</u>	Common Stock	495,6
Series D Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	22,922	<u>(4)</u>	<u>(5)</u>	Common Stock	11,4
Series E Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	679,295	<u>(4)</u>	<u>(5)</u>	Common Stock	339,6
Series E Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011	C	15,708	<u>(4)</u>	<u>(5)</u>	Common Stock	7,85

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALECKA JOHN L
REDPOINT VENTURES 3000 SAND HILL ROAD X X
BLDG. TWO, SUITE 290
MENLO PARK, CA 94025

Signatures

/s/ John L. 11/23/2011
Walecka

**Signature of Date
Reporting Person

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.

The shares are owned by Redpoint Ventures II, L.P. ("RV II"). Mr. Walecka serves as a Managing Director of Redpoint Ventures II, LLC ("RV II LLC"), which serves as the sole General Partner of RV II. As such, Mr. Walecka may be deemed to beneficially own the shares held by RV II. Mr. Walecka disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (2) The shares are owned by Redpoint Associates II, LLC ("Redpoint Associates"). Mr. Walecka serves as a managing member of Redpoint Associates and may be deemed to indirectly beneficially own such shares. Mr. Walecka disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- (3) The securities are immediately convertible.
- (4) The expiration date is not relevant to the conversion of these securities.
- (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. 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.