

INTERMOLECULAR INC
Form 8-K
June 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

**CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 30, 2012**

Intermolecular, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35348
(Commission
File Number)

20-1616267
(IRS Employer
Identification No.)

3011 N. First Street
San Jose, California
(Address of Principal Executive Offices)

95134
(Zip Code)

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(408) 582-5700

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Intermolecular, Inc. (the Company) held its Annual Meeting of Stockholders on May 30, 2012 in Menlo Park, California. The results of the matters voted on by the Company's stockholders are set forth immediately below.

Proposal 1

To elect two (2) Class I Directors to the Company's Board of Directors to hold office for a three-year term expiring at the 2015 Annual Meeting of Stockholders or until their successors are duly elected and qualified or their earlier resignation or removal:

Name of Nominees	Number of Votes		
	For	Withheld	Broker Non-Votes
Marvin D. Burkett	35,435,001	61,905	588,477
John L. Walecka	35,435,001	61,905	588,477

Proposal 2

To approve, on a non-binding, advisory basis, the following resolution relating to the compensation of the Company's named executive officers:

RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables and the narrative disclosure set forth in the Company's proxy statement.

For	Number of Votes			Broker Non-Votes
	Against	Abstain		
35,456,844	5,962	34,100		588,477

Proposal 3

To approve, on a non-binding, advisory basis, the frequency of holding future say-on-pay votes on the compensation of the Company's named executive officers:

Every Three Years	Every Two Years	Number of Votes			Broker Non-Votes
		Every One Year	Abstain		

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7,671,781	121,919	27,669,106	34,100	588,477
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Proposal 4

To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012:

	Number of Votes		
For	Against	Abstain	
36,050,465	818	34,100	

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERMOLECULAR, INC.

Date: June 5, 2012

By:

/s/ David E. Lazovsky
David E. Lazovsky
President and Chief Executive Officer