INTERMOLECULAR INC Form 8-K June 05, 2012

	UNITED STATES	
SECUR	ITIES AND EXCHANGE COMMIS	SSION
	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)	
elaware ther Jurisdiction	001-35348 (Commission	20-1616267 (IRS Employer

De (State or Ot of Incorporation)

File Number)

Identification No.)

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

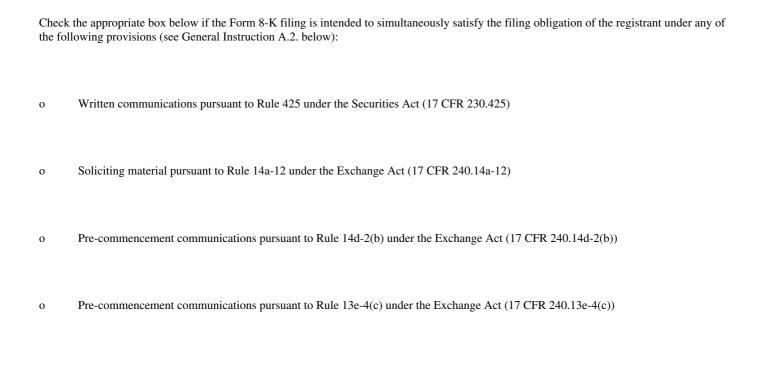
95134 (Zip Code)

(408) 582-5700

(Registrant s Telephone Number, Including Area Code)

N/A

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



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:

	Number of Votes		
Name of Nominees	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.

Number of Votes				
	For	Against	Abstain	Broker Non-Votes
	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:

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

7,671,781	21,919 27,66	59,106 34,1	00 588,477
7,071,701	21,010	32,100	300,177

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

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