

INTERMOLECULAR INC
Form 4
June 25, 2014

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 *
CMEA VENTURES VI LP

(Last) (First) (Middle)

1 LETTERMAN DR., BLDG. C,
SUITE CM500

(Street)

SAN FRANCISCO, CA 94129

(City) (State) (Zip)

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

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

06/13/2013

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/13/2013		J ⁽¹⁾		999,529	D	\$ 0
Common Stock	06/13/2013		J ⁽³⁾		22,891	D	\$ 0
Common Stock	06/13/2013		J ⁽⁵⁾		20,218	D	\$ 0
Common Stock	06/14/2013		S		3,546	D	\$ 7.2525 ⁽⁷⁾
Common Stock	06/14/2013		S		3,546	D	\$ 7.2808

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Common Stock	07/05/2013	S	3,146	D	<u>(9)</u> \$ 7.4227	400	D <u>(12)</u>
Common Stock	07/09/2013	S	400	D	<u>(11)</u> \$ 7.3375	0	D <u>(12)</u>
Common Stock	09/09/2013	J ⁽¹⁾	999,529	D	\$ 0	5,376,442	D <u>(2)</u>
Common Stock	09/09/2013	J ⁽³⁾	22,891	D	\$ 0	127,161	D <u>(4)</u>
Common Stock	09/09/2013	J ⁽⁵⁾	20,218	D	\$ 0	0	D <u>(6)</u>
Common Stock	09/12/2013	S	3,546	D	<u>(13)</u> \$ 5.6131	0	D <u>(8)</u>
Common Stock	03/12/2014	J ⁽¹⁾	999,529	D	\$ 0	4,376,913	D <u>(2)</u>
Common Stock	03/12/2014	J ⁽³⁾	22,891	D	\$ 0	104,270	D <u>(4)</u>
Common Stock	03/12/2014	J ⁽⁵⁾	20,218	D	\$ 0	0	D <u>(6)</u>
Common Stock	03/13/2014	S	1,528	D	<u>(14)</u> \$ 2.7179	2,018	D <u>(8)</u>
Common Stock	03/14/2014	S	1,307	D	<u>(15)</u> \$ 2.7537	711	D <u>(8)</u>
Common Stock	03/14/2014	S	1,251	D	<u>(16)</u> \$ 2.7548	5,841	D <u>(10)</u>
Common Stock	03/17/2014	S	1,241	D	<u>(17)</u> \$ 2.7475	4,600	D <u>(10)</u>
Common Stock	03/18/2014	S	711	D	<u>(18)</u> \$ 2.75	0	D <u>(8)</u>
Common Stock	03/19/2014	S	1,800	D	<u>(19)</u> \$ 2.8336	2,800	D <u>(10)</u>
Common Stock	03/20/2014	S	1,800	D	<u>(20)</u> \$ 2.8636	1,000	D <u>(10)</u>

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CMEA VENTURES VI LP 1 LETTERMAN DR., BLDG. C, SUITE CM500 SAN FRANCISCO, CA 94129	X	X		
CMEA Ventures VI GmbH & Co. KG 1 LETTERMAN DR., BLDG. C, SUITE CM500 SAN FRANCISCO, CA 94129	X	X		
CMEA Ventures VI Management, L.P. 1 LETTERMAN DR., BLDG. C, SUITE CM500 SAN FRANCISCO, CA 94129	X	X		
Collier David J 1 LETTERMAN DR., BLDG. C, SUITE CM500 SAN FRANCISCO, CA 94129	X	X		
Sohail Faysal A. 1 LETTERMAN DR., BLDG. C, SUITE CM500 SAN FRANCISCO, CA 94129	X	X		
Watson James F 1 LETTERMAN DR., BLDG. C, SUITE CM500 SAN FRANCISCO, CA 94129	X	X		

Signatures

/s/ James F. Watson, General Partner of CMEA Ventures VI Management, L.P., General Partner of CMEA Ventures VI, L.P.	06/25/2014
__Signature of Reporting Person	Date
/s/ James F. Watson, General Partner of CMEA Ventures VI Management, L.P., managing limited partner of CMEA Ventures VI GmbH & Co. KG	06/25/2014
__Signature of Reporting Person	Date
/s/ James F. Watson, General Partner of CMEA Ventures VI Management, L.P.	06/25/2014
__Signature of Reporting Person	Date
/s/ David J. Collier	06/25/2014
__Signature of Reporting Person	Date
/s/ Faysal A. Sohail	06/25/2014
__Signature of Reporting Person	Date
/s/ James F. Watson	06/25/2014
__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) Distribution of shares in kind by CMEA Ventures VI, L.P. ("CMEA VI") on a pro rata basis to its partners.
The shares are directly held by CMEA VI. The general partner of CMEA VI is CMEA Ventures VI Management, L.P. ("CMEA GP"). The general partners of CMEA GP include Faysal Sohail ("Sohail"), James Watson ("Watson") and David Collier ("Collier", and
- (2) collectively with Sohail and Watson, the "General Partners") and, as such, each of CMEA GP and the General Partners exercises shared voting and investment power over the shares held of record by CMEA VI. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
- (3) Distribution of shares in kind by CMEA Ventures VI GmbH & Co. KG ("CMEA VI GmbH") on a pro rata basis to its partners.
The shares are directly held by CMEA VI GmbH. The managing limited partner of CMEA VI GmbH is CMEA GP and, as such, each of
- (4) CMEA GP and the General Partners exercises shared voting and investment power over the shares held of record by CMEA VI GmbH. Each of the Reporting Persons disclaims beneficial ownership of the shares except to the extent of their pecuniary interest therein, if any.
CMEA GP received shares distributed in kind by CMEA VI and CMEA VI GmbH on a pro rata basis to each such Reporting Person's
- (5) partners and, in turn, made a distribution of shares in kind on a pro rata basis to its own partners. Each of the Reporting Persons disclaims beneficial ownership of CMEA GP's shares except to the extent of their pecuniary interest therein, if any.
- (6) Each General Partner received shares distributed in kind by CMEA GP on a pro rata basis to its partners.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.20
- (7) to \$7.30, inclusive. Collier undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The shares are directly held by Collier.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (9) \$7.265 to \$7.30, inclusive. Watson undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The shares are directly held by Watson.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.36 to \$7.45, inclusive. Sohail undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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the range set forth in this footnote.

- (12) The shares are directly held by Sohail.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.29 to \$7.37, inclusive. Sohail undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.58 to \$5.65, inclusive. Collier undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.69 to \$2.78, inclusive. Collier undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.72 to \$2.79, inclusive. Collier undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.72 to \$2.79, inclusive. Watson undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.72 to \$2.82, inclusive. Watson undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.825 to \$2.89, inclusive. Watson undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.85 to \$2.89, inclusive. Watson undertakes to provide to Intermolecular, Inc., any security holder of Intermolecular, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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