

INTERMOLECULAR INC
Form 3
November 17, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ATMI INC		(Month/Day/Year)	INTERMOLECULAR INC [IMI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
7 COMMERCE DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
DANBURY,Â CTÂ 06810			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

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Series C Convertible Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	666,365	\$ ⁽¹⁾	I	By wholly-owned Subsidiary ⁽⁴⁾
Series D Convertible Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	1,643,958	\$ ⁽¹⁾	I	By wholly-owned Subsidiary ⁽⁴⁾
Series E Convertible Preferred Stock ⁽¹⁾	Â ⁽²⁾	Â ⁽³⁾	Common Stock	811,919	\$ ⁽¹⁾	I	By wholly-owned Subsidiary ⁽⁴⁾
Warrant to Purchase Common Stock ⁽⁵⁾	Â ⁽⁶⁾	12/21/2012	Common Stock	735,000	\$ 3.76	I	By wholly-owned Subsidiary ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATMI INC 7 COMMERCE DRIVE DANBURY, CT 06810	Â	Â X	Â	Â

Signatures

/s/ Dan Sharkey 11/17/2011

⁽¹⁾Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 C, Series D and Series E Convertible Preferred Stock will automatically convert on a 1-for-2 basis into common stock upon the consummation of the Issuer's initial public offering.
- (2) The securities are convertible at any time at the holder's election.
- (3) The securities have no expiration date.
- (4) The securities are held directly by Advanced Technology Materials, Inc., ATMI, Inc.'s wholly-owned subsidiary.
- (5) The warrant will be exercised upon consummation of the offering.
- (6) The warrant is immediately exercisable.

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.