

CMEA VENTURES VI LP  
Form 4  
November 23, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
CMEA VENTURES VI LP

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)

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

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

ONE LETTERMAN DRIVE,  
BLDG. C, STE. CM500

(Street)

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

SAN FRANCISCO, CA 94129-2402

(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	1,923,912 A <u>(D)</u>	1,923,912	I	See Footnote (2)
Common Stock, \$0.001 per share	11/23/2011		C	3,663,703 A <u>(D)</u>	5,587,615	I	See Footnote (2)
Common Stock, \$0.001 per share	11/23/2011		C	998,371 A <u>(D)</u>	6,585,986	I	See Footnote (2)

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Common Stock, \$0.001 per share	11/23/2011	C	495,503	A	<u>(1)</u>	7,081,489	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011	C	294,011	A	<u>(1)</u>	7,375,500	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011	C	44,798	A	<u>(1)</u>	44,798	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	86,249	A	<u>(1)</u>	131,047	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	23,389	A	<u>(1)</u>	154,436	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	11,613	A	<u>(1)</u>	166,049	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	6,894	A	<u>(1)</u>	172,943	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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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	<u>(1)</u>	11/23/2011		C	3,847,824	<u>(4)</u>	<u>(5)</u>		1,923,

Series A Convertible Preferred Stock <u>(1)</u>								Common Stock	
Series A Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	89,597	<u>(4)</u>	<u>(5)</u>		Common Stock	44,79
Series B Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	7,327,408	<u>(4)</u>	<u>(5)</u>		Common Stock	3,663,
Series B Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	172,498	<u>(4)</u>	<u>(5)</u>		Common Stock	86,2
Series C Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	1,996,743	<u>(4)</u>	<u>(5)</u>		Common Stock	998,3
Series C Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	46,778	<u>(4)</u>	<u>(5)</u>		Common Stock	23,3
Series D Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	991,007	<u>(4)</u>	<u>(5)</u>		Common Stock	495,5
Series D Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	23,226	<u>(4)</u>	<u>(5)</u>		Common Stock	11,6
Series E Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	588,023	<u>(4)</u>	<u>(5)</u>		Common Stock	294,0
Series E Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	13,788	<u>(4)</u>	<u>(5)</u>		Common Stock	6,89

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

CMEA VENTURES VI LP ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
CMEA Ventures VI GmbH & Co. KG ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
CMEA Ventures VI Management, L.P. ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
BARUCH THOMAS R ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
Collier David J ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
Handelsman Karl D. ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
Sohail Faysal A. ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X
Watson James F ONE LETTERMAN DRIVE, BLDG. C, STE. CM500 SAN FRANCISCO, CA 94129-2402	X

## Signatures

CMEA VENTURES VI, L.P. By: CMEA Ventures VI Management, L.P., its General Partner By: /s/ David J. Collier General Partner	11/23/2011
__Signature of Reporting Person	Date
CMEA VENTURES VI GMBH & CO. KG By: CMEA Ventures VI Management, L.P., its managing limited partner By: /s/ David J. Collier General Partner	11/23/2011
__Signature of Reporting Person	Date
CMEA VENTURES VI MANAGEMENT, L.P. By: /s/ David J. Collier General Partner	11/23/2011
__Signature of Reporting Person	Date
Thomas R. Baruch	11/23/2011
__Signature of Reporting Person	Date
/s/ David J. Collier	11/23/2011
__Signature of Reporting Person	Date
/s/ Karl D. Handelsman	11/23/2011
__Signature of Reporting Person	Date
/s/ Faysal A. Sohail	11/23/2011
__Signature of Reporting Person	Date

/s/ James F. Watson

11/23/2011

\_\_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) 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 held by CMEA Ventures VI, L.P. ("CMEA Ventures VI"). CMEA Ventures VI Management, L.P. ("CMEA VI Management") is the general partner of CMEA Ventures VI. Thomas R. Baruch, David J. Collier, Karl D. Handelsman, Faysal A. Sohail and James F. Watson are the general partners of CMEA VI Management and, as such, have voting and investment power over the shares held by CMEA Ventures VI. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of any proportionate pecuniary interest therein.
- (2) The shares are held by CMEA Ventures VI GmbH & Co. KG ("CMEA Ventures VI GmbH"). CMEA Ventures VI Management, L.P. ("CMEA VI Management") is the managing limited partner of CMEA Ventures VI GmbH. Thomas R. Baruch, David J. Collier, Karl D. Handelsman, Faysal A. Sohail and James F. Watson are the general partners of CMEA VI Management and, as such, have voting and investment power over the shares held by CMEA Ventures VI GmbH. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein, except to the extent of any 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.

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