

INTERMOLECULAR INC  
Form 4  
November 23, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
Redpoint Ventures II, L.P.

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)

3000 SAND HILL ROAD, BLDG. TWO, SUITE 290

(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

MENLO PARK, CA 94025

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, \$0.001 per share	11/23/2011		C		1,924,217	A	<u>(1)</u> 1,924,217	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011		C		3,665,204	A	<u>(1)</u> 5,589,421	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011		C		998,668	A	<u>(1)</u> 6,588,089	I	See Footnote <u>(2)</u>

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Common Stock, \$0.001 per share	11/23/2011	C	495,655	A	<u>(1)</u>	7,083,744	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011	C	339,647	A	<u>(1)</u>	7,423,391	I	See Footnote <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011	C	44,493	A	<u>(1)</u>	44,493	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	84,748	A	<u>(1)</u>	129,241	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	23,092	A	<u>(1)</u>	152,333	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	11,461	A	<u>(1)</u>	163,794	I	See Footnote <u>(3)</u>
Common Stock, \$0.001 per share	11/23/2011	C	7,854	A	<u>(1)</u>	171,648	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	3,848,435	<u>(4)</u>	<u>(5)</u>		1,924,

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	88,986	<u>(4)</u>	<u>(5)</u>		Common Stock	44,49
Series B Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	7,330,408	<u>(4)</u>	<u>(5)</u>		Common Stock	3,665,
Series B Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	169,498	<u>(4)</u>	<u>(5)</u>		Common Stock	84,74
Series C Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	1,997,337	<u>(4)</u>	<u>(5)</u>		Common Stock	998,6
Series C Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	46,184	<u>(4)</u>	<u>(5)</u>		Common Stock	23,09
Series D Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	991,311	<u>(4)</u>	<u>(5)</u>		Common Stock	495,6
Series D Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	22,922	<u>(4)</u>	<u>(5)</u>		Common Stock	11,40
Series E Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	679,295	<u>(4)</u>	<u>(5)</u>		Common Stock	339,6
Series E Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011	C	15,708	<u>(4)</u>	<u>(5)</u>		Common Stock	7,85

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Redpoint Ventures II, L.P.  
3000 SAND HILL ROAD  
BLDG. TWO, SUITE 290  
MENLO PARK, CA 94025

X

Redpoint Associates II, LLC  
3000 SAND HILL ROAD  
BLDG. TWO, SUITE 290  
MENLO PARK, CA 94025

X

Redpoint Ventures II, LLC  
3000 SAND HILL ROAD  
BLDG. TWO, SUITE 290  
MENLO PARK, CA 94025

X

## Signatures

REDPOINT VENTURES II, L.P. By: Redpoint Ventures II, LLC Its: General Partner By: /s/  
John L. Walecka, Managing Director

11/23/2011

\_\_Signature of Reporting Person

Date

REDPOINT ASSOCIATES II, LLC By: /s/ John L. Walecka, Manager

11/23/2011

\_\_Signature of Reporting Person

Date

REDPOINT VENTURES II, LLC By: /s/ John L. Walecka, Managing Director

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.

(2) The shares are owned by Redpoint Ventures II, L.P. ("RV II"). Redpoint Ventures II, LLC ("RV II LLC") serves as the sole General Partner of RV II. As such, RV II LLC has voting and investment control over the shares owned by RV II, and may be deemed to beneficially own the shares held by RV II. RV II LLC owns no securities of the Issuer directly. RV II LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.

(3) The shares are owned by Redpoint Associates II, LLC, which is under common control with RV II LLC.

(4) The securities are immediately convertible.

(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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