

INTERMOLECULAR INC
Form 4
May 31, 2012

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 *
BARUCH THOMAS R

(Last) (First) (Middle)

**CMEA VENTURES, ONE
LETTERMAN DRIVE, BLDG C,
STE CM500**

(Street)

SAN FRANCISCO, CA 94129-2402

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/30/2012

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$0.001 par value					7,375,500	I	See Footnote (1)
Common Stock, \$0.001 par value					172,943	I	See Footnote (2)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.62	05/30/2012		A	10,000	⁽³⁾ 05/30/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARUCH THOMAS R CMEA VENTURES ONE LETTERMAN DRIVE, BLDG C, STE CM500 SAN FRANCISCO, CA 94129-2402	X	X		

Signatures

/s/ Sandeep Jaggi as Attorney in Fact for Mr. Baruch

05/31/2012

**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) The shares are held by CMEA Ventures VI, L.P. ("CMEA Ventures VI"). Thomas R. Baruch, a member of Issuer's board of directors, is a general partner of CMEA Ventures VI Management, L.P. ("CMEA VI Management"), the general partner of CMEA Ventures VI, and has voting and investment power over the shares held by CMEA Ventures VI. Mr. Baruch disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

(2) The shares are held by CMEA Ventures VI GmbH & Co. KG ("CMEA Ventures VI GmbH"). Thomas R. Baruch, a member of Issuer's board of directors, is a general partner of CMEA VI Management, the managing limited partner of CMEA Ventures VI GmbH, and has voting and investment power over the shares held by CMEA Ventures VI GmbH. Mr. Baruch disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

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- The shares subject to the option will vest in full on the earlier to occur of (i) the first anniversary of the date of grant and (ii) the date of
- (3) the annual meeting immediately following the date of grant, subject in each case to Reporting Person's continued service through the vesting date.

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.