

WALECKA JOHN L
Form 4
May 31, 2012

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 *
WALECKA JOHN L

(Last) (First) (Middle)

REDPOINT VENTURES, 3000
SAND HILL ROAD, BLDG 2, STE
290

(Street)

MENLO PARK, CA 94025

(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					7,423,391	I	See Footnote (1)
Common Stock, \$0.001 par value					171,648	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
WALECKA JOHN L REDPOINT VENTURES 3000 SAND HILL ROAD, BLDG 2, STE 290 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Sandeep Jaggi as Attorney in Fact for Mr. Walecka
Date: 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 owned by Redpoint Ventures II, L.P. ("RV II"). Mr. Walecka serves as a Managing Director of Redpoint Ventures II, LLC ("RV II LLC"), which serves as the sole General Partner of RV II. As such, Mr. Walecka may be deemed to beneficially own the shares held by RV II. Mr. Walecka disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

(2) The shares are owned by Redpoint Associates II, LLC ("Redpoint Associates"). Mr. Walecka serves as a managing member of Redpoint Associates and may be deemed to indirectly beneficially own such shares. Mr. Walecka 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.

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