

CMEA VENTURES VI LP
Form SC 13G
March 06, 2012

CUSIP No. 45882D109

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Intermolecular, Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share
(Title of Class of Securities)

45882D109
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

CMEA Ventures VI Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,548,443

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,548,443

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,548,443

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 45882D109

Page 3 of 16

1 NAMES OF REPORTING PERSONS

CMEA Ventures VI, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 7,548,443 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 8 0 SHARED DISPOSITIVE POWER

9 7,548,443
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,548,443
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

CMEA Ventures VI Verwaltungs GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,548,443
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 7,548,443
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,548,443
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

CMEA Ventures VI GmbH & Co. KG

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,548,443

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,548,443

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,548,443

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

Thomas R. Baruch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 125,000
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,548,443
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 125,000
WITH 8 SHARED DISPOSITIVE POWER

9 7,548,443
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,673,443
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

David J. Collier

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,548,443
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 7,548,443
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,548,443
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

Karl D. Handelsman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

7,548,443

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

7,548,443

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,548,443

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

Faysal A. Sohail

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,548,443
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

9 7,548,443
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,548,443
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 45882D109

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1 NAMES OF REPORTING PERSONS

James F. Watson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 7,548,443 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 8 0 SHARED DISPOSITIVE POWER

9 7,548,443
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 7,548,443
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Schedule 13G

Item 1 (a). Name of Issuer:

Intermolecular, Inc. (the Issuer).

Item 1 (b). Address of Issuer's Principal Executive Offices:

3011 N. First Street, San Jose, California 95134.

Item 2 (a). Names of Persons Filing:

CMEA Ventures VI, L.P. (CMEA VI); CMEA Ventures VI GmbH & Co. KG (CMEA VI GmbH); CMEA Ventures VI Management, L.P. (CMEA VI Management), which is the sole General Partner of CMEA VI and the managing Limited Partner of CMEA VI GmbH; CMEA Ventures VI Verwaltungs GmbH (CMEA VI Verwaltungs), which is the sole General Partner of CMEA VI GmbH; Thomas R. Baruch (Baruch), David J. Collier (Collier), Karl D. Handelsman (Handelsman), Faysal A. Sohail (Sohail), and James F. Watson (Watson), each of whom is a General Partner of CMEA VI Management. CMEA VI, CMEA VI GmbH, CMEA VI Management, CMEA VI Verwaltungs, Baruch, Collier, Handelsman, Sohail and Watson are referred to individually herein as Reporting Person and collectively as the Reporting Persons.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is c/o CMEA Capital, 1 Letterman Drive, Building C, Suite CM500, San Francisco, CA 94129.

Item 2 (c). Citizenship:

CMEA VI is a limited partnership organized under the laws of the State of Delaware. CMEA VI GmbH is a limited partnership organized under the laws of Germany. CMEA VI Management is a limited partnership organized under the laws of the State of Delaware. CMEA VI Verwaltungs is a corporation with limited liability organized under the laws of Germany. Each of Baruch, Collier, Handelsman, Sohail and Watson is a United States citizen.

Item 2 (d). Title of Class of Securities:

Common Stock, \$.001 par value (Common Stock).

Item 2 (e). CUSIP Number:

45882D109.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

- (a) Amount beneficially owned: CMEA VI is the record owner of 7,375,500 shares of Common Stock as of December 31, 2011; CMEA VI GmbH is the record owner of 172,943 shares of Common Stock as of December 31, 2011 (collectively, the Shares). As the sole General Partner of CMEA VI and the Managing Limited Partner of CMEA VI GmbH, CMEA VI Management may be deemed to own beneficially the Shares. As the sole General Partner of CMEA VI GmbH, CMEA VI Verwaltungs may be deemed to own beneficially the Shares. As the individual General Partners of CMEA VI Management, each of Baruch, Collier, Handelsman, Sohail, and Watson also may be deemed to own beneficially the Shares.

By virtue of their relationship as affiliated entities, whose controlling entities have overlapping individual controlling persons, each of CMEA VI, CMEA VI Management, CMEA VI GmbH and CMEA VI Verwaltungs may be deemed to share the power to direct the disposition and vote of the Shares.

As of December 31, 2011, Baruch is the record owner of options to purchase 125,000 shares of Common Stock exercisable within sixty days (the Option Shares). Accordingly, Baruch may be deemed to be the beneficial owner of the Option Shares in addition to the Shares.

- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person other than Baruch are calculated based on 42,133,168 shares of Common Stock (the S-1 Shares) reported by the Issuer to be outstanding as of November 17, 2011 on the Issuer's final prospectus filed under Rule 424(b)(4), filed with the Securities and Exchange Commission on November 18, 2011. The percentage set forth on the cover sheet for Baruch is calculated based on 42,258,168 shares, which includes the S-1 Shares and the Option Shares.
- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
 - (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.
 - (iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
 - (iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a group as used in Rule 13d-5(b).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 6, 2012

CMEA VENTURES VI, L.P.

By: CMEA Ventures VI Management, L.P.,
its General Partner

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

CMEA VENTURES VI MANAGEMENT, L.P.

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

CMEA VENTURES VI GMBH & CO. KG

By: CMEA Ventures VI Verwaltungs GmbH,
its General Partner

By: CMEA Ventures VI Management, L.P.,
its managing limited partner

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

CMEA VENTURES VI VERWALTUNGS GMBH

By: CMEA Ventures VI Management, L.P.,
its managing limited partner

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

[Signatures Continue on Next Page]

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/s/ Thomas R. Baruch
Thomas R. Baruch

/s/ David J. Collier
David J. Collier

/s/ Karl D. Handelsman
Karl D. Handelsman

/s/ Faysal A. Sohail
Faysal A. Sohail

/s/ James F. Watson
James F. Watson

CUSIP No. 45882D109

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Exhibit 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Intermolecular, Inc.

EXECUTED this 6th day of March, 2012

CMEA VENTURES VI, L.P.

By: CMEA Ventures VI Management, L.P.,
its General Partner

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

CMEA VENTURES VI MANAGEMENT, L.P.

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

CMEA VENTURES VI GMBH & CO. KG

By: CMEA Ventures VI Verwaltungs GmbH,
its General Partner

By: CMEA Ventures VI Management, L.P.,
its managing limited partner

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

CMEA VENTURES VI VERWALTUNGS GMBH

By: CMEA Ventures VI Management, L.P.,
its managing limited partner

By: /s/ Thomas R. Baruch
Name: Thomas R. Baruch
Title: General Partner

[Signatures Continue on Next Page]

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/s/ Thomas R. Baruch
Thomas R. Baruch

/s/ David J. Collier
David J. Collier

/s/ Karl D. Handelsman
Karl D. Handelsman

/s/ Faysal A. Sohail
Faysal A. Sohail

/s/ James F. Watson
James F. Watson