

INTERMOLECULAR INC
Form SC 13G/A
February 10, 2016

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO §240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2**

Amendment No. #1

INTERMOLECULAR, INC.

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE

(Title of Class of Securities)

45882D109

(CUSIP Number)

DECEMBER 31, 2015

(Date of Event Which Requires Filing of This Statement)

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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).

1. Name of Reporting Persons

Presidio Partners 2014, 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 0
6. Shared Voting Power

Beneficially

Owned by 4,481,255
Each 7. Sole Dispositive Power

Reporting

Person 0
8. Shared Dispositive Power

With:

4,481,255

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,481,255

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.16%

12. Type of Reporting Person (See Instructions)

PN

1. Name of Reporting Persons

Presidio Partners 2014 GP, LLC

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 0

6. Shared Voting Power

Beneficially

Owned by 4,481,255

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

4,481,255

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,481,255

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.16%

12. Type of Reporting Person (See Instructions)

PN

1. Name of Reporting Persons

Peter Gajdos

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

Slovak Republic

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 4,481,255

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

4,481,255

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,481,255

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.16%

12. Type of Reporting Person (See Instructions)

IN

1. Name 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 4,481,255

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

4,481,255

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,481,255

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.16%

12. Type of Reporting Person (See Instructions)

IN

1. Name 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 7,094

6. Shared Voting Power

Beneficially

Owned by 4,481,255

7. Sole Dispositive Power

Each

Reporting

Person 7,094

8. Shared Dispositive Power

With:

4,481,255

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,488,349

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) "

11. Percent of Class Represented by Amount in Row (9)

9.17%

12. Type of Reporting Person (See Instructions)

IN

1. Name 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 0

6. Shared Voting Power

Beneficially

Owned by 4,481,255

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

4,481,255

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,481,255

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.16%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 45882D109

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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) Name of Person Filing

Presidio Partners 2014, L.P. (Presidio LP); Presidio Partners 2014 GP, LLC (Presidio GP), which is the sole General Partner of Presidio LP; Peter Gajdos (Gajdos), David J. Collier (Collier), Faysal A. Sohail (Sohail), and James F. Watson (Watson), each of whom is a Manager of Presidio GP. Presidio LP, Presidio GP, Gajdos, Collier, 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 Presidio Partners 2014, L.P., 1 Letterman Drive, Building C, Suite CM 500, San Francisco, CA 94129.

Item 2(c) Citizenship

Presidio LP is a limited partnership organized under the laws of the State of Delaware. Presidio GP is a limited liability company organized under the laws of the State of Delaware. Each of Collier, Sohail and Watson is a United States citizen. Gajdos is a citizen of the Slovak Republic.

Item 2(d) Title of Class of Securities

Common Stock, \$.001 par value

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: Presidio LP is the record owner of 4,481,255 shares of Common Stock (the Shares) as of December 31, 2015. As the sole General Partner of Presidio LP, Presidio GP may be deemed to beneficially own the Shares. As the individual Managers and the holders of all of the membership interests of Presidio GP, each of Gajdos, Collier, Sohail and Watson also may be deemed to own beneficially the Shares.

(b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person are calculated based on 48,920,754 shares of Common Stock (the Outstanding Shares) reported by the Issuer to be outstanding as of November 2, 2015 on the Issuer s Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2015.

(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. |

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.

Item 6 Ownership of More than Five Percent 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.

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

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

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

EXECUTED this 10th day of February, 2016.

PRESIDIO PARTNERS 2014, L.P.

By: /s/ James F. Watson
Name: James F. Watson
Title: Manager

Presidio Partners 2014 GP, LLC

By: /s/ James F. Watson
Name: James F. Watson
Title: Manager

By: /s/ Peter Gajdos
Peter Gajdos

By: /s/ David J. Collier
David J. Collier

By: /s/ Faysal A. Sohail
Faysal A. Sohail

By: /s/ James F. Watson
James F. Watson