

INTERMOLECULAR INC
Form SC 13G/A
February 13, 2017
CUSIP No. 45882D109

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Intermolecular, Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

45882D109

(CUSIP Number)

December 31, 2016

(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).

1 NAMES OF REPORTING PERSONS

Presidio Partners 2014, L.P.

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

(a) (b) (1)

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 4,035,322 (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

4,035,322 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,035,322 (2)

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

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

8.15% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

- (1) This Schedule 13G is filed by 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. The Reporting Persons may be considered a group for purposes of Section 13 of the Exchange Act and expressly disclaim status as a group for purposes of this Schedule 13G and any beneficial interest a Reporting Person has in any shares of Common Stock beneficially owned by another Reporting Person.
- (2) Includes 4,035,322 shares of Common Stock held by Presidio LP as of December 31, 2016.
- (3) The percentage is based upon 49,531,025 shares of Common Stock of the Issuer outstanding (as of October 28, 2016) as reported by the Issuer in its 10-Q for the period ended September 30, 2016; and filed on November 2, 2016.

1 NAMES OF REPORTING PERSONS

Presidio Partners 2014 GP, LLC

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

(a) (b) (1)

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 4,035,322 (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

4,035,322 (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,035,322 (2)
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

8.15% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1 NAMES OF REPORTING PERSONS

Peter Gajdos

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

(a) (b) (1)

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 4,035,322 (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

9 4,035,322 (2)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,035,322 (2)
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

8.15% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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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) (1)

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 4,035,322 (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

4,035,322 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,035,322 (2)

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

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

8.15% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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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) (1)

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 4,035,322 (2)

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 7,094

8 SHARED DISPOSITIVE POWER

WITH

4,035,322 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,042,416 (2)

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

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

8.16% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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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) (1)

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 4,035,322 (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

4,035,322 (2)
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON4,035,322 (2)
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

8.15% (3)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Schedule 13G

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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). Names of Person Filing:

Presidio Partners 2014, L.P. (Presidio LP)

Presidio Partners 2014 GP, LLC (Presidio GP)

Peter Gajdos (Gajdos)

David J. Collier (Collier)

Faysal A. Sohail (Sohail)

James F. Watson (Watson)

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

Presidio Partners

1 Letterman Drive, Building C, Suite CM 500

San Francisco, CA 94129

Item 2(c). Citizenship:

Presidio LP	-	Delaware limited partnership
Presidio GP	-	Delaware limited liability company
Gajdos	-	Slovak Republic citizen
Collier	-	Unites States citizen
Sohail	-	United States citizen
Watson	-	United States citizen

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.

CUSIP No. 45882D109

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Item 4. Ownership.

Presidio Entity	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class
Presidio LP	4,035,322	0	4,035,322	0	4,035,322	4,035,322	8.15%
Presidio GP	0	0	4,035,322	0	4,035,322	4,035,322	8.15%
Gajdos	0	0	4,035,322	0	4,035,322	4,035,322	8.15%
Collier	0	0	4,035,322	0	4,035,322	4,035,322	8.15%
Sohail	7,094	7,094	4,035,322	7,094	4,035,322	4,042,416	8.16%
Watson	0	0	4,035,322	0	4,035,322	4,035,322	8.15%

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 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 purposes 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.

Date: February 10, 2017

PRESIDIO PARTNERS 2014, L.P.

By: Presidio Partners 2014 GP, LLC

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

/s/ Peter Gajdos
Peter Gajdos

/s/ David J. Collier
David J. Collier

/s/ Faysal A. Sohail
Faysal A. Sohail

/s/ James F. Watson
James F. Watson

EXHIBIT INDEX

**Exhibit
No.**

99.1 Agreement pursuant to 13d-1(k)(1) among Presidio Partners 2014, L.P. and Presidio Partners 2014 GP, LLC.

AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated pursuant to the Securities Exchange Act of 1934, as amended, the undersigned agree that the attached Schedule 13G is being filed on behalf of each of the undersigned.

Dated: February 10, 2017

PRESIDIO PARTNERS 2014, L.P.

By: Presidio Partners 2014 GP, LLC

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

/s/ Peter Gajdos
Peter Gajdos

/s/ David J. Collier
David J. Collier

/s/ Faysal A. Sohail
Faysal A. Sohail

/s/ James F. Watson
James F. Watson