

INTERMOLECULAR INC
Form 10-Q/A
December 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number (001-35348)

Intermolecular, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-1616267
(I.R.S. Employer
Identification No.)

3011 N. First Street
San Jose, California
(Address of Principal Executive Offices)
(408) 582-5700

95134
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Shares outstanding of the registrant's common stock:

Class

Common stock, \$0.001 par value

Outstanding as of November 4, 2013

46,105,067

INTERMOLECULAR, INC.
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Explanatory Note

We originally filed our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 (the “Original Filing”) with the Securities and Exchange Commission (“SEC”) on November 7, 2013. We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q (the “Form 10-Q/A” and together with the Original Filing, the “Form 10-Q”) solely to re-file Exhibits 10.28 (Equipment Supply and Technology Licensing Agreement for the Dry Equipment effective September 29, 2013, by and between Ulyanovsk Center for Technology Transfer of the Russian Federation and Intermolecular, Inc. (the “Dry Equipment Agreement”)) and 10.29 (Equipment Supply and Technology Licensing Agreement for the Wet Equipment effective September 29, 2013, by and between Ulyanovsk Center for Technology Transfer of the Russian Federation and Intermolecular, Inc. (the “Wet Equipment Agreement”)) in response to certain comments we received from the SEC in connection with our confidential treatment request that we made for certain portions of the Dry Equipment Agreement and the Wet Equipment Agreement. As a result of the filing of this Form 10-Q/A, we are also filing as exhibits to this Form 10-Q/A currently-dated certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Except for the foregoing, this Form 10-Q/A does not amend the Original Filing in any way and does not modify or update any disclosures contained in the Form 10-Q, which continues to speak as of the original date of the Original Filing (including, but not limited to, any forward-looking statements made in the Original Filing, which have not been revised to reflect events that occurred or facts that became known after the Original Filing, and such forward-looking statements should be read in their historical context). Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and our other filings made with the SEC subsequent to the Original Filing.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Date	Number	
2.1	Asset Purchase Agreement by and between Intermolecular, Inc. and Symyx Technologies, Inc. dated as of July 28, 2011 (1)	S-1/A	09/09/11	2.1	
3.1	Amended and Restated Certificate of Incorporation of Intermolecular, Inc.	10-K	03/16/12	3.1	
3.2	Amended and Restated Bylaws of Intermolecular, Inc.	10-K	03/16/12	3.2	
4.1	Specimen Common Stock Certificate	S-1/A	11/07/11	4.1	
4.2	Warrant to purchase shares of common stock issued to Timane S.a.r.l. dated June 20, 2008	S-1	07/29/11	4.2	
4.3	Form of warrant to purchase shares of common stock issued to Toshiba Corporation and SanDisk Corporation dated March 15, 2010	S-1/A	10/26/11	4.3	
4.4	Fourth Amended and Restated Investor Rights Agreement dated as of March 4, 2011, by and among Intermolecular, Inc. and certain stockholders named therein, as amended by Amendment No. 1 to Fourth Amended and Restated Investor Rights Agreement dated as of June 14, 2011	S-1	07/29/11	10.1	
4.5	Secured Promissory Note, issued by the Company to Symyx Technologies, Inc. on November 23, 2011	10-K	03/16/12	4.5	
10.28†	Equipment Supply and Technology Licensing Agreement for the Dry Equipment effective September 29, 2013, by and between Ulyanovsk Center for Technology Transfer of the Russian Federation and Intermolecular Inc.				X
10.29†	Equipment Supply and Technology Licensing Agreement for the Wet Equipment effective September 29, 2013, by and between Ulyanovsk Center for Technology Transfer of the Russian Federation and Intermolecular Inc.				X
10.30†	Joint Development Program Agreement effective September 29, 2013, by and between Ulyanovsk Center for Technology Transfer of the Russian Federation and Intermolecular Inc.				(2)
10.31	First amendment to the Lease Agreement between SBC&D Co. and Intermolecular, Inc., dated as of October 16, 2013.		6/3/2013	10.1	(2)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				(2)
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				(2)

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101.INS*	XBRL Instance Document	(2)
101.SCH*	XBRL Taxonomy Extension Schema Document	(2)
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	(2)
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	(2)
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	(2)
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	(2)

- (1) All exhibits, schedules and similar attachments to this exhibit have been omitted. Copies of such exhibits, schedules and similar attachments will be furnished supplementally to the SEC upon request.
- (2) Previously filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, originally filed with the SEC on November 7, 2013.
- † Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the SEC.
- + Indicates a management contract or compensatory plan.
- * Pursuant to Rule 406T of SEC Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, and are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: December 13, 2013

INTERMOLECULAR, INC.

(Registrant)

By: /s/ C. Richard Neely, Jr.
C. Richard Neely, Jr.
Chief Financial Officer