

INTERMOLECULAR INC
Form 5
February 17, 2015

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BARUCH THOMAS R

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
INTERMOLECULAR INC [IMI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

INTERMOLECULAR, INC., 3011 NORTH FIRST STREET

(Street)

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SAN JOSE, CA 95134

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 per share	06/13/2013	Â	J ⁽¹⁾	999,529 D \$ 0	6,375,971	I	See Footnote (2)
Common Stock, \$0.001 per share	09/09/2013	Â	J ⁽¹⁾	999,529 D \$ 0	5,376,442	I	See Footnote (2)
	03/12/2014	Â	J ⁽¹⁾	999,529 D \$ 0	4,376,913	I	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARUCH THOMAS R INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134	X	X		

Signatures

/s/ Reed Birnbaum as Attorney in Fact for Mr.
Baruch

02/17/2015

__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) Distribution of shares in kind by CMEA Ventures VI, L.P. ("CMEA Ventures VI") on a pro rata basis to its partners.

(2) The shares are held by CMEA Ventures VI, L.P. ("CMEA Ventures VI"). Thomas R. Baruch, a member of Issuer's board of directors, was a general partner of CMEA Ventures VI Management, L.P. ("CMEA VI Management"), the general partner of CMEA Ventures VI, and had voting and investment power over the shares held by CMEA Ventures VI. Mr. Baruch disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

(3) The shares were sold by CMEA Ventures VI, L.P. ("CMEA Ventures VI") to an affiliated entity of CMEA Ventures VI for \$2.20 per share.

(4) Distribution of shares in kind by CMEA Ventures VI GmbH & Co. KG ("CMEA Ventures VI GmbH") on a pro rata basis to its partners.

(5) The shares are held by CMEA Ventures VI GmbH & Co. KG ("CMEA Ventures VI GmbH"). Thomas R. Baruch, a member of Issuer's board of directors, was a general partner of CMEA VI Management, the general partner of CMEA Ventures VI GmbH, and had voting and investment power over the shares held by CMEA Ventures VI GmbH. Mr. Baruch disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.

(6) The shares were sold by CMEA Ventures VI GmbH & Co. KG ("CMEA Ventures VI GmbH") to an affiliated entity of CMEA Ventures VI GmbH for \$2.20 per share.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.