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INTERMOLECULAR INC

Form 5

February 17, 2015

OMB APPROVAL FORM 5

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

3235-0362 Number: January 31, Expires: 2005

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b).

Form 4

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Transactions Reported

1. Name and Address of Reporting Person * BARUCH THOMAS R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	INTERMOLECULAR INC [IMI] 3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
			(Month/Day/Year) 12/31/2014	X DirectorX 10% Owner Officer (give title Other (specify			
INTERMOLECULAR, INC., 3011 NORTH FIRST STREET				below) below)			

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SAN JOSE, CAÂ 95134

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or Amount (D) Price Common See Stock, Â $J_{\underline{(1)}}$ 06/13/2013 Footnote 999,529 D \$0 6,375,971 \$0.001 per (2) share Common See Stock, 09/09/2013 Â $J_{(1)}$ 999,529 \$0 5,376,442 D Footnote \$0.001 per (2) share Â J(1)03/12/2014 999,529 D \$0 4,376,913

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Common Stock, \$0.001 per share									See Footnote (2)
Common Stock, \$0.001 per share	11/10/2014	Â	J <u>(3)</u>	4,376,913	D	\$ 2.2 (3)	0	I	See Footnote (2)
Common Stock, \$0.001 per share	06/13/2013	Â	J <u>(4)</u>	22,891	D	\$0	150,124	I	See Footnote (5)
Common Stock, \$0.001 per share	09/09/2013	Â	J <u>(4)</u>	22,891	D	\$ 0	127,233	I	See Footnote (5)
Common Stock, \$0.001 per share	03/12/2014	Â	J <u>(4)</u>	22,891	D	\$ 0	104,342	I	See Footnote (5)
Common Stock, \$0.001 per share	11/10/2014	Â	J <u>(6)</u>	104,342	D	\$ 2.2 (6)	0	I	See Footnote (5)
Common Stock, \$0.001 par value	Â	Â	Â	Â	Â	Â	4,067	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				(A) (D)	Date Exercisable	Expiration Date		Amount or Number		

D

of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARUCH THOMAS R

INTERMOLECULAR, INC.
3011 NORTH FIRST STREET
SAN JOSE, CAÂ 95134

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.
- 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.
- 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.

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