

INTERMOLECULAR INC
Form 4
August 11, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN WILLIAM C

(Last) (First) (Middle)

C/O RAGING CAPITAL
MANAGEMENT, LLC, TEN
PRINCETON AVENUE, PO BOX
228

(Street)

ROCKY HILL, NJ 08553

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value ⁽¹⁾	08/09/2016		P		1,915,200	A	\$ 1	13,264,827	I ⁽²⁾	By Raging Capital Master Fund, Ltd.
Common Stock, \$.001 par value ⁽¹⁾	08/09/2016		P		32,000	A	\$ 1.0484	13,296,827	I ⁽²⁾	By Raging Capital Master

Common Stock, \$.001 par value ⁽¹⁾	08/09/2016	P	68,000	A	\$ 1.1098	13,364,827	I ⁽²⁾	Fund, Ltd. By Raging Capital Master Fund, Ltd.
Common Stock, \$.001 par value ⁽¹⁾	08/10/2016	P	15,500	A	\$ 1.0974	13,380,327	I ⁽²⁾	By Raging Capital Master Fund, Ltd.
Common Stock, \$.001 par value ⁽¹⁾	08/10/2016	P	73,421	A	\$ 1.1867	13,453,748	I ⁽²⁾	By Raging Capital Master Fund, Ltd.
Common Stock, \$.001 par value ⁽¹⁾	08/10/2016	P	32,481	A	\$ 1.1703	13,486,229	I ⁽²⁾	By Raging Capital Master Fund, Ltd.
Common Stock, \$.001 par value ⁽¹⁾	08/11/2016	P	29,032	A	\$ 1.2431	13,515,261	I ⁽²⁾	By Raging Capital Master Fund, Ltd.

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN WILLIAM C C/O RAGING CAPITAL MANAGEMENT, LLC TEN PRINCETON AVENUE, PO BOX 228 ROCKY HILL, NJ 08553		X		
Raging Capital Management, LLC TEN PRINCETON AVENUE PO BOX 228 ROCKY HILL, NJ 08553-0228		X		

Signatures

By: /s/ Frederick C. Wasch as attorney-in-fact for William C. Martin 08/11/2016
**Signature of Reporting Person Date

By: Raging Capital Management, LLC, By: /s/ Frederick C. Wasch, Chief Financial Officer 08/11/2016
**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) This Form 4 is filed jointly by Raging Capital Management, LLC ("Raging Capital") and William C. Martin (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(2) Represents securities held directly by Raging Capital Master Fund, Ltd. ("Raging Master"). Raging Capital is the Investment Manager of Raging Master. William C. Martin is the Chairman, Chief Investment Officer and Managing Member of Raging Capital. Raging Master has delegated to Raging Capital the sole authority to vote and dispose of the securities held by Raging Master pursuant to an Investment Management Agreement, dated November 9, 2012 (the "IMA"). The IMA may be terminated by any party thereto effective at the close of business on the last day of any fiscal quarter by giving the other party not less than sixty-one days' written notice. As a result, each of Raging Capital and William C. Martin may be deemed to beneficially own the securities held by Raging Master. Raging Master specifically disclaims beneficial ownership of the securities held by it by virtue of its inability to vote or dispose of such securities as a result of the IMA.

Note: File three copies of this Form, one of which must be manually signed. If space 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.