

INTERMOLECULAR INC  
Form SC 13G/A  
February 17, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**INTERMOLECULAR INC.**  
(Name of Issuer)

**Common Stock, \$0.001 par value per share**  
(Title of Class of Securities)

**45882D109**  
(CUSIP Number)

**December 31, 2014**  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G 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).

CUSIP No. 45882D109

(1) Names of Reporting Persons

Park West Asset  
Management  
LLC

(2) Check the  
Appropriate Box if  
a Member of a (a)  ]  
Group

(b)  ]

(3) SEC Use Only

(4) Citizenship or Place of  
Organization

Delaware

Number of Shares Beneficially  
Owned By Each Reporting  
Person With

(5) Sole  
Voting 0\*  
Power:

(6) Shared  
Voting 0\*  
Power:

(7) Sole  
Dispositive 0\*  
Power:

(8) Shared  
Dispositive 0\*  
Power:

(9) Aggregate Amount  
Beneficially Owned by Each  
Reporting Person:

0\*

(10) Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions):

(11) Percent of Class  
Represented by Amount in Row

(9):  
0.0%\*

(12) Type of Reporting Person  
(See Instructions):

IA

\*This Schedule 13G is being jointly filed by Park West Asset Management LLC, a Delaware limited liability company (“PWAM”), and the investment manager to (a) Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and (b) Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”); and (ii) Peter S. Park as the sole member and manager of PWAM (“Mr. Park” and collectively with PWAM, the “Reporting Persons”). As of December 31, 2014, the Reporting Persons’ beneficial ownership were as follows: (i) PWAM beneficially owned 0 shares of common stock, \$0.001 par value per share (the “Common Stock”), of Intermolecular, Inc. (the “Company”); and (ii) Mr. Park, as sole member and manager of PWAM, beneficially owned 0 shares of Common Stock beneficially owned by PWAM.

CUSIP No. 45882D109

(1) Names of Reporting  
Persons

Peter S. Park

(2) Check the  
Appropriate Box (a)  ]  
if a Member of a  
Group

(b)  ]

(3) SEC Use Only

(4) Citizenship or Place of  
Organization

United States  
of America

Number of Shares Beneficially  
Owned By Each Reporting  
Person With

(5) Sole  
Voting 0\*  
Power:

(6) Shared  
Voting 0\*  
Power:

(7) Sole  
Dispositive 0\*  
Power:

(8) Shared  
Dispositive 0\*  
Power:

(9) Aggregate Amount  
Beneficially Owned by Each  
Reporting Person:

0\*

(10) Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions):

(11) Percent of Class  
Represented by Amount in  
Row (9):

0.0%\*

(12) Type of Reporting  
Person (See Instructions):

IN

\*This Schedule 13G is being jointly filed by Park West Asset Management LLC, a Delaware limited liability company (“PWAM”), and the investment manager to (a) Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and (b) Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”); and (ii) Peter S. Park as the sole member and manager of PWAM (“Mr. Park” and collectively with PWAM, the “Reporting Persons”). As of December 31, 2014, the Reporting Persons’ beneficial ownership were as follows: (i) PWAM beneficially owned 0 shares of common stock, \$0.001 par value per share (the “Common Stock”), of Intermolecular, Inc. (the “Company”); and (ii) Mr. Park, as sole member and manager of PWAM, beneficially owned 0 shares of Common Stock beneficially owned by PWAM.

**Item 1(a). Name Of Issuer:**

Intermolecular, Inc. (the "Company")

**Item 1(b). Address of Issuer's Principal Executive Offices:**

3011 N. First Street

San Jose, California 95134

**Item 2(a). Name of Person Filing:**

This report on Schedule 13G (this "Schedule 13G"), is being jointly filed by (i) Park West Asset Management LLC ("PWAM"), a Delaware limited liability company and the investment manager to (a) Park West Investors Master Fund, Limited ("PWIMF"), a Cayman Islands exempted company and (b) Park West Partners International, Limited ("PWPI" and collectively with PWIMF, the "PW Funds"), a Cayman Islands exempted company; and (ii) Peter S. Park, as the sole member and manager of PWAM ("Mr. Park" and collectively with PWAM, the "Reporting Persons").

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

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

**Item 2(c). Citizenship:**

PWAM is organized under the laws of the State of Delaware. Mr. Park is a citizen of the United States.

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.001 par value per share.

**Item 2(e). CUSIP No.:**

45882D109

**Item 3. If This Statement Is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not Applicable.

**Item 4. Ownership:**

- |   |       |
|---|-------|
| (a) Amount Beneficially Owned:                                | 0*    |
| (b) Percent of Class:   | 0.0%* |
| (c) Number of Shares as to which such person has:             |       |
| (i) Sole power to vote or to direct the vote:                 | 0*    |
| (ii) Shared power to vote or to direct the vote:              | 0*    |
| (iii) Sole power to dispose or to direct the disposition of:  | 0*    |
| (iv) Shared power to dispose or to direct the disposition of: | 0*    |

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\* This Schedule 13G is being jointly filed by (i) PWAM, a Delaware limited liability company and the investment manager to (a) PWIMF, a Cayman Islands exempted company, and (b) PWPI, a Cayman Islands exempted company; and (ii) Mr. Park, as the sole member and manager of PWAM (collectively with PWAM, the "Reporting Persons"). As of December 31, 2014, the Reporting Persons' beneficial ownership were as follows: (i) PWAM beneficially owned 0 shares of Common Stock of the Company; and (ii) Mr. Park, as sole member and manager of PWAM, beneficially owned 0 shares of Common Stock beneficially owned by PWAM.



**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: [X]

**Item 6. Ownership of More Than Five Percent on Behalf 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 or Control Person:**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not Applicable.

**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 not 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 purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2015

**PARK WEST ASSET  
MANAGEMENT LLC**

By: /s/ Grace Jimenez  
Name: Grace Jimenez  
Title: Chief Financial Officer

/s/ Peter S. Park  
Peter S. Park

**Attention: Intentional misstatements or omissions of fact constitute  
Federal criminal violations (See 18 U.S.C. 1001)**