#### ALIMERA SCIENCES INC

Form 4 July 19, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Polaris Venture Management Co IV LLC (Last) (First) (Middle)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER **STREET** 

(Street)

2. Issuer Name and Ticker or Trading Symbol

ALIMERA SCIENCES INC [ALIM]

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

07/17/2013

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director

\_X\_\_ 10% Owner Officer (give title \_\_X\_ Other (specify

below) May be part of 13(d) group.

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

WALTHAM, MA 02451

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securitie ord Disposed (Instr. 3, 4	d of (I	<b>D</b> )	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 Beneficial Ownership (Instr. 4)
Common Stock	07/17/2013		S	2,273	D	\$ 4.8038 (1)	57,586	I	See Footnote (2)
Common Stock	07/17/2013		S	120,664	D	\$ 4.8038 (1)	3,090,769	I	See Footnote (3)

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

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SEC 1474 (9-02)

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#### number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
Polaris Venture Management Co IV LLC C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		May be part of 13(d) group.			
SPOON ALAN G C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		May be part of 13(d) group			
Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		May be part of 13(d) group			
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		May be part of 13(d) group			
POLARIS VENTURE PARTNERS IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451		X		May be part of 13(d) group			
POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP		X		May be part of 13(d) group			

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C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451

## **Signatures**

**(2)** 

/s/ Alan Spoon	07/19/2013			
**Signature of Reporting Person	Date			
/s/ Jonathan A. Flint	07/19/2013			
**Signature of Reporting Person	Date			
/s/ Terrance G. McGuire	07/19/2013			
**Signature of Reporting Person	Date			
/s/ John Gannon, authorized signatory for Polaris Venture Management Co., IV, L.L.C.				
**Signature of Reporting Person	Date			
/s/ John Gannon, authorized signatory for Polaris Venture Partners IV, L.P.				
**Signature of Reporting Person	Date			
/s/ John Gannon, authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P.				
**Signature of Reporting Person	Date			

## **Explanation of Responses:**

pecuniary interest therein.

- \* 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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.80 to \$5.06, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
  - The reportable securities are owned directly by Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV"). Polaris Venture Management Co. IV, L.L.C. ("PVM IV") is the general partner of PVPE IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their

The reportable securities are owned directly by Polaris Venture Partners IV, L.P. ("PVP IV"). PVM IV is the general partner of PVP IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Elipt. McGuire and Spoon are the managing members of PVM IV. Each of Elipt. McGuire and

(3) pecuniary interest therein. Each of Flint, McGuire and Spoon are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

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.

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