

MCGUIRE TERRANCE

Form 4

April 29, 2010

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ALIMERA SCIENCES INC [ALIM]

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

04/27/2010

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) \_\_\_\_X\_\_ Other (specify below)

May be part of 13(d) group.

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| Common Stock                    | 04/27/2010                           |  | C                              |   | 28,601 | A          | <u>(6)</u> 28,601   | I  | See footnote <u>(2)</u> <u>(3)</u>                    |
| Common Stock                    | 04/27/2010                           |  | C                              |   | 20,650 | A          | <u>(1)</u> 49,251   | I  | See footnote <u>(2)</u> <u>(3)</u>                    |
| Common Stock                    | 04/27/2010                           |  | C                              |   | 21,230 | A          | <u>(1)</u> 70,481   | I  | See footnote <u>(2)</u> <u>(3)</u>                    |
| Common                          | 04/27/2010                           |  | C                              |   | 10,317 | A          | <u>(1)</u> 80,798   | I  | See   |

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|                 |            |   |           |   |             |           |   |                            |
|-----------------|------------|---|-----------|---|-------------|-----------|---|----------------------------|
| Stock           |            |   |           |   |             |           |   | footnote<br>(2) (3)        |
| Common<br>Stock | 04/27/2010 | C | 1,620,753 | A | <u>(10)</u> | 1,620,753 | I | See<br>footnote<br>(4) (5) |
| Common<br>Stock | 04/27/2010 | C | 1,101,216 | A | <u>(1)</u>  | 2,721,969 | I | See<br>footnote<br>(4) (5) |
| Common<br>Stock | 04/27/2010 | C | 1,132,488 | A | <u>(1)</u>  | 3,854,457 | I | See<br>footnote<br>(4) (5) |
| Common<br>Stock | 04/27/2010 | C | 564,198   | A | <u>(1)</u>  | 4,418,655 | I | See<br>footnote<br>(4) (5) |
| Common<br>Stock | 04/27/2010 | P | 6,788     | A | \$ 11       | 87,586    | I | See<br>footnote<br>(2) (3) |
| Common<br>Stock | 04/27/2010 | P | 371,240   | A | \$ 11       | 4,789,895 | I | See<br>footnote<br>(4) (5) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Series A<br>Preferred<br>Stock                      | (6)  | 04/27/2010                              |   | C                                    | 28,601 (7)   | (8)  | (9)                | Common<br>Stock   | 28,601                           |
| Series B<br>Preferred<br>Stock                      | (1)  | 04/27/2010                              |   | C                                    | 20,650 (7)   | (8)  | (9)                | Common<br>Stock   | 20,650                           |
| Series C<br>Preferred                               | (1)  | 04/27/2010                              |   | C                                    | 21,230 (7)   | (8)  | (9)                | Common<br>Stock   | 21,230                           |

## Stock

## Series

|                            |      |            |   |               |     |     |              |           |
|----------------------------|------|------------|---|---------------|-----|-----|--------------|-----------|
| C-1 Preferred Stock        | (1)  | 04/27/2010 | C | 10,317 (7)    | (8) | (9) | Common Stock | 10,317    |
| Series A Preferred Stock   | (10) | 04/27/2010 | C | 1,620,753 (7) | (8) | (9) | Common Stock | 1,620,753 |
| Series B Preferred Stock   | (1)  | 04/27/2010 | C | 1,101,216 (7) | (8) | (9) | Common Stock | 1,101,216 |
| Series C Preferred Stock   | (1)  | 04/27/2010 | C | 1,132,488 (7) | (8) | (9) | Common Stock | 1,132,488 |
| Series C-1 Preferred Stock | (1)  | 04/27/2010 | C | 564,198 (7)   | (8) | (9) | Common Stock | 564,198   |

## Reporting Owners

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

POLARIS VENTURE PARTNERS ENTREPRENEURS  
FUND IV LP  
C/O POLARIS VENTURE PARTNERS  
1000 WINTER STREET  
WALTHAM, MA 02451

X

May be part of 13(d)  
group.

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| /s/ Alan Spoon  |                                 | 04/29/2010 |
|   | __Signature of Reporting Person | Date       |
| /s/ Jonathan A. Flint   |                                 | 04/29/2010 |
|   | __Signature of Reporting Person | Date       |
| /s/ Terrance G. McGuire   |                                 | 04/29/2010 |
|   | __Signature of Reporting Person | Date       |
| /s/ John Gannon, Polaris Venture Management Co. IV, LLC, By: John Gannon, Authorized signatory for Polaris Venture Management Co. IV, LLC                           |                                 | 04/29/2010 |
|   | __Signature of Reporting Person | Date       |
| /s/ John Gannon, Polaris Venture Partners IV, LP, By: John Gannon, Authorized signatory for Polaris Venture Partners IV, LP   |                                 | 04/29/2010 |
|   | __Signature of Reporting Person | Date       |
| /s/ John Gannon, Polaris Venture Partners Entrepreneurs' Fund IV, LP, By: John Gannon, Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, LP |                                 | 04/29/2010 |
|   | __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) Each outstanding share of preferred stock automatically converted into 1 share of common stock, immediately prior to the closing of the Issuer's initial public offering, for no additional consideration.  
  
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.
  - (2) Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM IV. Bryce Youngren ("Youngren") holds voting power in the reportable securities owned by PVM IV. Each of Flint, McGuire, Spoon and Youngren 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.
  - (3) 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.
  - (4) Each of Flint, McGuire Spoon are the managing members of PVM IV. Youngren holds voting power in the reportable securities owned by PVM IV. Each of Flint, McGuire, Spoon and Youngren 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.
  - (5) 27,090 shares of Series A Preferred Stock automatically converted into 28,601 shares of common stock, immediately prior to the closing of the Issuer's initial public offering, for no additional consideration.
  - (6)

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- (7) Reflects a 3.4-for-1 reverse stock split, effective as of immediately prior to the effectiveness of the Registration Statement on Form S-1 (File No. 333-162782).
- (8) Immediately.
- (9) Not applicable.
- (10) 1,535,091 shares of Series A Preferred Stock automatically converted into 1,620,753 shares common stock, immediately prior to the closing of the Issuer's initial public offering, for no additional consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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