

ALIMERA SCIENCES INC
Form 4
September 15, 2014

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 *
Sofinnova Management VIII, L.L.C.

2. Issuer Name and Ticker or Trading Symbol

ALIMERA SCIENCES INC [ALIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2014

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

MENLO PARK, CA 94025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/11/2014 | | C | V | 2,506,270 A \$ 2.66 | 2,506,270 I | See FootNote (1) |
| Common Stock | 09/12/2014 | | J ⁽³⁾ | | 2,000,000 D \$ 0 | 506,270 I | See FootNote (1) |
| Common Stock | 09/12/2014 | | J ⁽⁴⁾ | | 40,020 A \$ 0 | 40,020 D | |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | \$ 2.66 | 09/11/2014 | | C | 166,667 | 10/02/2012 | (2) | Common Stock | 2,506,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sofinnova Management VIII, L.L.C. 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | | X | | |
| Sofinnova Venture Partners VIII, L.P. 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | | X | | |
| AKKARAJU SRINIVAS 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | | X | | |
| HEALY JAMES 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | | X | | |
| POWELL MICHAEL 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | | X | | |
| Mehra Anand 3000 SAND HILL ROAD, 4-250 MENLO PARK, CA 94025 | | X | | |

Signatures

/s/ Nathalie Auber, attorney-in-fact for Sofinnova Venture Partners VIII,
L.P.

09/15/2014

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| /s/ Nathalie Auber, attorney-in-fact for Sofinnova Management VIII, L.L.C. | 09/15/2014 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Nathalie Auber, attorney-in-fact for Srinivas Akkaraju | 09/15/2014 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Nathalie Auber, attorney-in-fact for James I. Healy | 09/15/2014 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Nathalie Auber, attorney-in-fact for Anand Mehra | 09/15/2014 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Nathalie Auber, attorney-in-fact for Michael F. Powell | 09/15/2014 |
| <u>Signature of Reporting Person</u> | 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).
The securities are owned directly by Sofinnova Venture Partners VIII, L.P. ("SVP VIII"). Sofinnova Management VIII, L.L.C. ("SM VIII"), the general partner of SVP VIII, Srinivas Akkaraju, James I. Healy, Anand Mehra, and Michael Powell, the managing members of SM VIII, may be deemed to have shared voting and dispositive power over the shares owned by SVP VIII. Such persons and entities disclaim beneficial ownership over the shares owned by SVP VIII except to the extent of any pecuniary interest therein.
- (2) The Series A Convertible Preferred Stock has no expiration date.
 - (3) Distributed without additional consideration to partners in pro rata distributions pursuant to partnership agreement.
 - (4) Received as in-kind distribution from Sofinnova Ventures VIII, L.P. distribution made without additional consideration to partners in a pro rata distribution made pursuant to partnership agreement.

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.