

ALIMERA SCIENCES INC
Form SC 13D
July 23, 2010

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

Alimera Sciences, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

016259 10 3

(CUSIP Number)

Mark Brooks

Scale Venture Management I, LLC

950 Tower Lane, Suite 700

Foster City, CA 94404

TELEPHONE: (650) 378-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 27, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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. 016259 10 3

13D

Page 2 of 17 Pages

NAME OF REPORTING PERSONS

1

BAVP, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b) (1)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

4,863,094

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER
10
4,863,094

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,863,094

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
15.66(2)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

(1) This schedule is filed by BAVP, LP (BAVP), Scale Venture Management I, LLC (Scale), Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks (collectively, the Listed Persons). Scale is the General Partner of BAVP and the Listed Persons are the managing members of Scale. BAVP,

Scale and the Listed Persons expressly disclaim status as a group for purposes of this Schedule 13D.

- (2) The percentage is calculated based upon 31,052,069 shares of the Issuer's Common Stock outstanding as adjusted pursuant to Rule 13d-3(d)(1) promulgated under the Exchange Act, as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on June 7, 2010.
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13D

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NAME OF REPORTING PERSONS

1

Scale Venture Management I, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

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WC

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CITIZENSHIP OR PLACE OF ORGANIZATION

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California

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

4,863,094

SOLE DISPOSITIVE POWER

EACH REPORTING 9

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13D

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NAME OF REPORTING PERSONS

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Louis C. Bock

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2

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- (b) (1)

SEC USE ONLY

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SOURCE OF FUNDS (SEE INSTRUCTIONS)

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CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

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SOLE DISPOSITIVE POWER

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NAME OF REPORTING PERSONS

1

Kate Mitchell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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- (a)
- (b) (1)

SEC USE ONLY

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SOURCE OF FUNDS (SEE INSTRUCTIONS)

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OO

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CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

SOLE VOTING POWER

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NUMBER OF 0

SHARED VOTING POWER

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SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 0

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

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15.66(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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CUSIP No. 016259 10 3

13D

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NAME OF REPORTING PERSONS

1

Rory O Driscoll

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1)

SEC USE ONLY

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CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

SOLE VOTING POWER

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13D

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NAME OF REPORTING PERSONS

1

Mark Brooks

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

- (a)
- (b) (1)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

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CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

SOLE VOTING POWER

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NUMBER OF 0

SHARED VOTING POWER

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SOLE DISPOSITIVE POWER

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-

Item 1. Security and Issuer

(a) This statement on Schedule 13D relates to the common stock, par value \$0.01 per share (the Common Stock) of Alimera Sciences, Inc., a Delaware corporation (the Issuer).

(b) The principal executive offices of the Issuer are located at 6120 Windward Parkway, Suite 290, Alpharetta, GA 30005.

Item 2. Identity and Background

(a) The persons and entities filing this Schedule 13D are BAVP, LP (BAVP), Scale Venture Management I, LLC (Scale) and Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks (collectively, the Listed Persons and together with BAVP and Scale, the Filing Persons).

(b) The address of the principal place of business for BAVP is 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255. The address of the principal place of business for Scale and the Listed Persons is 950 Tower Lane, Suite 700, Foster City, CA 94404.

(c) The principal business of each of the Filing Persons is the venture capital investment business.

(d) During the last five years, none of the Filing Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Filing Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the Listed Persons is a United States citizen and BAVP is a Delaware limited partnership and Scale is a California limited liability company.

Item 3. Source and Amount of Funds or Other Consideration.

On April 21, 2010, the Registration Statement on Form S-1 filed with the Securities and Exchange Commission by the Issuer (File No. 333-162782) in connection with its initial public offering of 6,550,000 shares of Common Stock was declared effective. The closing of the offering took place on April 27, 2010, and at such closing BAVP purchased 363,636 shares of Common Stock at the initial public offering price of \$11.00 per share. The source of funds for such purchase was the working capital of BAVP.

Item 4. Purpose of Transaction.

BAVP purchased the shares of Common Stock of the Issuer in the initial public offering for investment purposes. Mark Brooks is a member of the Board of Directors of the Issuer and is also a managing member of Scale, the general partner of BAVP.

Subject to applicable legal requirements, one or more of the Filing Persons may purchase additional securities of the Issuer from time to time in open market or private transactions, depending on their evaluation of the Issuer s business, prospects and financial condition, the market for the Issuer s securities, other developments concerning the Issuer, the reaction of the Issuer to the Filing Persons ownership of the Issuer s securities, other opportunities available to the Filing Persons and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, the Filing Persons may dispose of all or a portion of their securities of the Issuer at any time. Each of the Filing Persons reserves the right to increase or decrease its holdings on such terms and at such times as each may decide.

Other than as described above in this Item 4, none of the Filing Persons have any plan or proposal relating to or that would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the Board of Directors of the Issuer; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer s business or corporate structure; (g) any changes in the Issuer s charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) a class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be

quoted in an inter-dealer quotation

system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer.

Entity	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (1)
BAVP	4,863,094	0	4,863,094	0	4,863,094	4,863,094	15.66%
Scale (2)	0	0	4,963,094	0	4,863,094	4,863,094	15.66%
Louis C. Bock (3)	0	0	4,863,094	0	4,863,094	4,863,094	15.66%
Kate Mitchell (3)	0	0	4,863,094	0	4,863,094	4,863,094	15.66%
Rory O Driscoll (3)	0	0	4,863,094	0	4,863,094	4,863,094	15.66%
Mark Brooks(3)	0	0	4,863,094	0	4,863,094	4,863,094	15.66%

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(2) Scale is the general partner of BAVP.

(3) The Reporting Person is a managing member of Scale. The shares are held by BAVP. The Reporting Person disclaims beneficial ownership with respect to these shares except to the extent of their pecuniary interest therein.

The information provided and incorporated by reference in Item 3 is hereby incorporated by reference.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.
Second Amended and Restated Investor Rights Agreement**

BAVP and other stockholders of the Issuer have entered into a Second Amended and Restated Investor Rights Agreement dated March 17, 2008 (the "Investors Rights Agreement") with the Issuer. Subject to the terms of the Investor Rights Agreement, holders of shares having registration rights ("Registrable Securities") can demand that the Issuer file a registration statement or request that their shares be covered by a registration statement that the Issuer is otherwise filing.

Demand Registration Rights

At any time, subject to specified exceptions, any party to the Investor Rights Agreement has the right to demand that the Issuer file a registration statement covering the offering and sale of all or some of its Registrable Securities. Upon receiving such demand, the Issuer must notify all other holders of Registrable Securities and use its best efforts to effect the registration as soon as practicable and as will permit or facilitate the sale and distribution of all or such portion of such securities as are specified in such demand.

The Issuer shall not be obligated to take any action to effect any such registration:

in any particular jurisdiction in which the Issuer would be required to execute a general consent to service of process in effecting such registration, qualification or compliance unless the Issuer is already subject to service in such jurisdiction and except as may be required by the Securities Act of 1933, as amended (the "Securities Act");

after the Issuer has effected two (2) such registrations, and the sales of the shares of common stock under such registration have closed;

if the Issuer shall furnish a certificate signed by the President of the Issuer, stating that in the good faith judgment of the Board of Directors of the Issuer (the Board of Directors) it would be seriously detrimental to the Issuer and its stockholders for such Registration Statement to be filed at the date filing would be required, in which case

the Issuer shall have an additional period or periods of not more than ninety (90) days within which to file such Registration Statement; provided, however, that the Issuer shall not use this right to delay the filing for more than 180 days in the aggregate in any 12-month period;

if the holders of any other securities of the Issuer entitled to inclusion in such registration propose to sell Registrable Securities and such other securities (if any) at an aggregate price to the public of less than \$7,500,000; or

prior to October 21, 2010.

Piggyback Registration Rights

All parties to the Investor Rights Agreement have piggyback registration rights. Under these provisions, if the Issuer registers any securities for public sale, other than a registration relating solely to employee benefit plans, a registration on Form S-4 relating solely to a transaction pursuant to Rule 145 under the Securities Act or a registration pursuant to the demand registration rights of the Investor Rights Agreement as outlined above, these stockholders will have the right to include their shares in the registration statement, subject to customary exceptions. The underwriters of any underwritten offering will have the right to limit the number of shares having registration rights to be included in the registration statement.

Form S-3

The Issuer shall use its best efforts to qualify for registration on Form S-3 (or any future form that is substantially equivalent to the current Form S-3). After the Issuer has qualified for the use of Form S-3, the holders of at least twenty percent (20%) of the Registrable Securities then outstanding and not registered shall have the right to request in writing registrations on Form S-3. The Issuer shall give notice to all holders of Registrable Securities of the receipt of a request for registration and shall provide a reasonable opportunity for other holders to participate in the registration. The Issuer will use its diligent efforts to effect as soon as practicable the registration of all shares of Registrable Securities on Form S-3 to the extent requested by the holder or holders thereof for purposes of disposition; provided, however, that the Issuer shall not be obligated to effect any such registration if the holders, together with the holders of any other securities of the Company entitled to inclusion in such registration, propose to sell Registrable Securities and such other securities (if any) at an aggregate price to the public of less than \$2,000,000.

Expenses of Registration

The Issuer will pay all registration expenses, other than underwriting discounts and commissions, related to any demand or piggyback registration.

Indemnification

The Investor Rights Agreement contains customary cross-indemnification provisions, pursuant to which the Issuer is obligated to indemnify the selling stockholders in the event of material misstatements or omissions in the registration statement attributable to the Issuer, and the selling stockholders are obligated to indemnify the Issuer for material misstatements or omissions attributable to them.

Termination

Shares of Common Stock cease to be Registrable Securities under the Investor Rights Agreement, and a stockholder party's ability to initiate a demand registration or exercise its piggyback registration rights terminates, upon the earlier of:

the date such stockholder is able to dispose of all its Registrable Securities in any 90-day period pursuant to Rule 144 under the Securities Act, so long as the Issuer has completed its initial public offering and such stockholder holds less than one percent (1%) of the Issuer's equity securities; or

the fifth anniversary of the Issuer's initial public offering.

Lock up Agreement

BAVP and Mr. Brooks, along with all of the Issuer's officers, directors, and holders of substantially all of the Issuer's common stock, have agreed with the underwriters for the Issuer's initial public offering, subject to certain exceptions, not to dispose of or hedge any of its common stock or securities convertible into or exchangeable for shares of common stock for a 180-day period beginning on April 22, 2010 and ending on October 19, 2010 except with the

prior written consent of Credit Suisse Securities (USA) LLC and Citigroup Global Markets Inc.

The 180-day restricted period under the agreements with the underwriters described above will be automatically extended if: (1) during the last 17 days of the 180-day restricted period the Issuer issues an earnings release or announces material news or a material event; or (2) prior to the expiration of the 180-day restricted period, the Issuer announces that it will release earnings results during the 15-day period following the last day of the 180-day restricted period, in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event.

The foregoing description of the terms of the Investor Rights Agreement and the Lock up Agreement is intended as a summary only and is qualified in its entirety by reference to the Investor Rights Agreement and Form of Lock up Agreement, which are filed as exhibits to this Schedule 13D and incorporated by reference herein.

The information provided and incorporated by reference in Items 3, 4 and 5 is hereby incorporated by reference herein.

Other than as described in this Schedule 13D, to the best of the BAVP s, Scale s and the Listed Persons knowledge, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits.

- A. Second Amended and Restated Investor Rights Agreement by and among the Issuer and each of the persons listed on Exhibits A, B, C, D and E thereto, dated as of March 17, 2008, (incorporated by reference to Exhibit 4.3 of the Issuer s Registration Statement of Form S-1 (SEC File No. 333-162782), filed with the SEC on October 30, 2009).
 - B. Form of Lock up Agreement
 - C. Agreement regarding filing of joint Schedule 13D.
-

[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.

Dated: July 22, 2010

BAVP, LP

By: Scale Venture Management I, LLC,
its General Partner SCALE VENTURE MANAGEMENT I, LLC

By: /s/ Louis C. Bock By: /s/ Louis C. Bock

Name: Louis C. Bock Name: Louis C. Bock
Title: Managing Member Title: Managing Member

By: /s/ Louis C. Bock By: /s/ Kate Mitchell

Name: Louis C. Bock Name: Kate Mitchell

By: /s/ Rory O Driscoll By: /s/ Mark Brooks

Name: Rory O Driscoll Name: Mark Brooks

EXHIBITS

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 - B. Form of Lock up Agreement
 - C. Joint Filing Agreement
-

