

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

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

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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 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 or Number of Shares
Series A Preferred Stock	(6)	04/27/2010		C		28,601	(7)	(8)	(9)	Common Stock	28,601
Series B Preferred Stock	(1)	04/27/2010		C		20,650	(7)	(8)	(9)	Common Stock	20,650
Series C Preferred	(1)	04/27/2010		C		21,230	(7)	(8)	(9)	Common 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 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
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
	<u> </u> **Signature of Reporting Person	Date
/s/ Jonathan A. Flint		04/29/2010
	<u> </u> **Signature of Reporting Person	Date
/s/ Terrance G. McGuire		04/29/2010
	<u> </u> **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
	<u> </u> **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
	<u> </u> **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
	<u> </u> **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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.

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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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