

Brooks Mark J
Form 4
April 28, 2010

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 *
Brooks Mark J

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)
950 TOWER LANE, SUITE 700
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2010

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

FOSTER CITY, CA 94404

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/27/2010		C	(A) or (D) Amount (1) 1,649,358	Price (1) 1,649,358	I	See FN (2)
Common Stock	04/27/2010		C	(A) or (D) Amount (3) 1,121,866	Price (4) 2,771,224	I	See FN (2)
Common Stock	04/27/2010		C	(A) or (D) Amount (5) 1,153,719	Price (6) 3,924,943	I	See FN (2)
Common Stock	04/27/2010		C	(A) or (D) Amount (7) 574,515	Price (8) 4,499,458	I	See FN (2)
Common Stock	04/27/2010		P	363,636	\$ 11 4,863,094	I	See FN (2)

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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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	(1)	04/27/2010		C		1,562,184	(9)	(9)	Common Stock
Series B Convertible Preferred Stock	(4)	04/27/2010		C		1,121,866	(9)	(9)	Common Stock
Series C Convertible Preferred Stock	(6)	04/27/2010		C		1,153,719	(9)	(9)	Common Stock
Series C-1 Convertible Preferred Stock	(8)	04/27/2010		C		574,515	(9)	(9)	Common Stock
Stock Option (Right to Buy)	\$ 11	04/27/2010		A		7,500	(10)	04/26/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brooks Mark J 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	X	X		

Signatures

/s/ Mark Brooks

04/28/2010

**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) Automatic conversion, in connection with the Issuer's initial public offering, of 1,562,184 shares of Series A Preferred Stock into 1,649,358 shares of common stock.

The shares are held by BAVP, LP ("BAVP"). The General Partner of BAVP is Scale Venture Management I, LLC ("Scale"). The Reporting Person is a managing member of Scale and shares voting and investment power with respect to these shares with three other managing members of Scale. The Reporting Person disclaims beneficial ownership with respect to these shares except to the extent of his pecuniary interest therein.
- (2) Automatic conversion, in connection with the Issuer's initial public offering, of Series B Preferred Stock at a rate of 1-for-1, resulting in the issuance of 1,121,866 shares of common stock.
- (3) The Series B Convertible Preferred Stock converted into the Issuer's Common Stock at a rate of 1-for-1.
- (4) Automatic conversion, in connection with the Issuer's initial public offering, of Series C Preferred Stock at a rate of 1-for-1, resulting in the issuance of 1,153,719 shares of common stock.
- (5) The Series C Convertible Preferred Stock converted into the Issuer's Common Stock at a rate of 1-for-1.
- (6) Automatic conversion, in connection with the Issuer's initial public offering, of Series C-1 Preferred Stock at a rate of 1-for-1, resulting in the issuance of 574,515 shares of common stock.
- (7) The Series C-1 Convertible Preferred Stock converted into the Issuer's Common Stock at a rate of 1-for-1.
- (8) The securities are preferred stock of the Issuer and do not have an expiration date. The securities automatically converted into common stock upon the closing of the Issuer's initial public offering.
- (9) The shares subject to the option vest and become exercisable at a rate of 25% on the first anniversary of the the vesting commencement date, and the remainder vest and become exercisable in equal monthly installments over the following 36 months.

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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