

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.

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

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ALIMERA SCIENCES INC [ALIM]

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

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) ___ Other (specify below)

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 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.

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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.