

MCGUIRE TERRANCE
Form 4
April 29, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
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 (2) (3) |
| Common Stock | 04/27/2010 | | C | | 20,650 | A | <u>(1)</u> 49,251 | I | See footnote (2) (3) |
| Common Stock | 04/27/2010 | | C | | 21,230 | A | <u>(1)</u> 70,481 | I | See footnote (2) (3) |
| 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 | (10) | 1,620,753 | I | See footnote (4) (5) |
| Common Stock | 04/27/2010 | | C | 1,101,216 | A | (1) | 2,721,969 | I | See footnote (4) (5) |
| Common Stock | 04/27/2010 | | C | 1,132,488 | A | (1) | 3,854,457 | I | See footnote (4) (5) |
| Common Stock | 04/27/2010 | | C | 564,198 | A | (1) | 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. |

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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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