

POWELL MICHAEL
Form 3
October 04, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Kong Garheng		(Month/Day/Year)	ALIMERA SCIENCES INC [ALIM]	
(Last)	(First)	(Middle)	10/02/2012	
2800 SAND HILL ROAD,Â SUITE 150			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MENLO PARK,Â CAÂ 94025			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A Convertible Preferred Stock	10/02/2012	Â (1)	Common Stock	3,164,557 (2)	\$ 3.16 (4)	(3)	I	See footnote (5)
Series A Convertible Preferred Stock Warrant (Right to Buy)	10/02/2012	Â (6)	Series A Convertible Preferred Stock (7)	75,000	\$ 44		I	See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kong Garheng 2800 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	Â X	Â X	Â	Â
Sofinnova Venture Partners VIII, L.P. 2800 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
Sofinnova Management VIII, L.L.C. 2800 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
POWELL MICHAEL 2800 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
HEALY JAMES 2800 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Nathalie Auber, attorney-in-fact for Garheng Kong	10/03/2012
**Signature of Reporting Person	Date
/s/ Nathalie Auber, attorney-in-fact for Sofinnova Venture Partners VIII, L.P.	10/03/2012
**Signature of Reporting Person	Date
/s/ Nathalie Auber, attorney-in-fact for Sofinnova Management VIII, L.L.C.	10/03/2012
**Signature of Reporting Person	Date
/s/ Nathalie Auber, attorney-in-fact for Michael F. Powell	10/03/2012
**Signature of Reporting Person	Date

/s/ Nathalie Auber, attorney-in-fact for James I. Healy

10/03/2012

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series A Convertible Preferred Stock (the "Series A Preferred Stock") has no expiration date.

- The number of underlying shares of common stock is based on a conversion price of \$3.16, which is the conversion price for any
- (2) voluntary conversion of the Series A Preferred Stock at any time prior to the earlier of July 1, 2013 and the determination of the Final Guidance Price (as defined below).

- Each share of Series A Preferred Stock is convertible into shares of the Issuer's common stock at any time at the option of the holder at the rate equal to \$40.00 divided by the then current conversion price. The Series A Preferred Stock is not convertible at the option of the Issuer. The conversion price of the Series A Preferred Stock is subject to adjustment from \$2.91 to \$2.66 or \$3.16 based on the
- (3) occurrence or non-occurrence of certain events, in addition to certain customary price based anti-dilution adjustments. Any voluntary conversion of the Series A Preferred Stock into common stock at any time prior to the earlier of July 1, 2013 and the adjustment to either \$2.66 or \$3.16 (as so adjusted, the "Final Guidance Price") shall be at a conversion price of \$3.16 (as adjusted for any price-based anti-dilution). (Continued in footnote 4)

- Each share of Series A Preferred Stock shall automatically be converted into shares of the Issuer's common stock upon the occurrence of certain events. The dollar amounts set forth above are subject to adjustment for stock splits, combinations, stock dividends,
- (4) recapitalizations and the like with respect to the Series A Preferred Stock. For further information on the details regarding the conversion of the Series A Preferred Stock, see the terms of the Certificate of Designation of the Series A Convertible Preferred Stock of the Issuer (attached as Exhibit 3.5 to Form 8-K filed with the Securities and Exchange Commission by the Issuer on October 2, 2012).

- 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, and Garheng Kong, a director of the Issuer, Michael Powell, and James I. Healy, 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.
- (5) The warrants will expire on the earlier to occur of (i) immediately following the consummation of a sale of the Issuer (for cash or freely tradable securities), if the warrants are not exercised or exchanged at or prior to the consummation of such sale or (ii) October 2, 2017.
- (6) At the election of SVP VIII, the warrants may be exercised for the number of shares of common stock then issuable upon conversion of the Series A Preferred Stock that would otherwise be issued upon such exercise at the then-effective conversion price.
- (7)

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.