

INTERSOUTH AFFILIATES V LP
Form 4
April 29, 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 *
Intersouth Associates V, LLC

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)

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

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

May be part of 13(d) group.

C/O INTERSOUTH PARTNERS, 406 BLACKWELL STREET, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

DURHAM, NC 27701-3984

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/27/2010 | | C | 36,049 | A <u>(1)</u> 36,049 | I | See footnote (2) |
| Common Stock | 04/27/2010 | | C | 24,680 | A <u>(3)</u> 60,729 | I | See footnote (2) |
| Common Stock | 04/27/2010 | | C | 8,887 | A <u>(3)</u> 69,616 | I | See footnote (2) |
| Common Stock | 04/27/2010 | | C | 788,627 | A <u>(4)</u> 788,627 | I | See |

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| Stock | | | | | | | | footnote (5) |
|--------------|------------|---|---------|---|-------|-----------|---|------------------|
| Common Stock | 04/27/2010 | C | 536,252 | A | (3) | 1,324,879 | I | See footnote (5) |
| Common Stock | 04/27/2010 | C | 193,929 | A | (3) | 1,518,808 | I | See footnote (5) |
| Common Stock | 04/27/2010 | P | 3,974 | A | \$ 11 | 73,590 | I | See footnote (2) |
| Common Stock | 04/27/2010 | P | 86,935 | A | \$ 11 | 1,605,743 | I | See footnote (5) |

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

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series A Preferred Stock | (1) | 04/27/2010 | | C | 36,049 (6) | (7) (8) | Common Stock | 36,049 |
| Series B Preferred Stock | (3) | 04/27/2010 | | C | 24,680 (6) | (7) (8) | Common Stock | 24,680 |
| Series C-1 Preferred Stock | (3) | 04/27/2010 | | C | 8,887 (6) | (7) (8) | Common Stock | 8,887 |
| Series A Preferred Stock | (4) | 04/27/2010 | | C | 788,627 (6) | (7) (8) | Common Stock | 788,627 |

| | | | | | | | | |
|----------------------------|-----|------------|---|----------------|-----|-----|--------------|---------|
| Series B Preferred Stock | (3) | 04/27/2010 | C | 536,252 (6) | (7) | (8) | Common Stock | 536,252 |
| Series C-1 Preferred Stock | (3) | 04/27/2010 | C | 193,929 (6) | (7) | (8) | Common Stock | 193,929 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Intersouth Associates V, LLC C/O INTERSOUTH PARTNERS 406 BLACKWELL STREET, SUITE 200 DURHAM, NC 27701-3984 | | X | | May be part of 13(d) group. |
| Mumma Mitch C/O INTERSOUTH PARTNERS 406 BLACKWELL STREET, SUITE 200 DURHAM, NC 27701-3984 | | X | | May be part of 13(d) group. |
| Dougherty Dennis C/O INTERSOUTH PARTNERS 406 BLACKWELL STREET, SUITE 200 DURHAM, NC 27701-3984 | | X | | May be part of 13(d) group. |
| INTER SOUTH AFFILIATES V LP C/O INTERSOUTH PARTNERS 406 BLACKWELL STREET, SUITE 200 DURHAM, NC 27701-3984 | | X | | May be part of 13(d) group. |
| Intersouth Partners V, L.P. C/O INTERSOUTH PARTNERS 406 BLACKWELL STREET, SUITE 200 DURHAM, NC 27701-3984 | | X | | May be part of 13(d) group. |

Signatures

| | | |
|--|---------------------------------|------------|
| /s/ Mitch Mumma | | 04/29/2010 |
| | **Signature of Reporting Person | Date |
| /s/ Dennis Dougherty | | 04/29/2010 |
| | **Signature of Reporting Person | Date |
| /s/ Mitch Mumma, Intersouth Affiliates V, LP., By: Intersouth Associates V, LLC, Its General Partner, By: Mitch Mumma, Title: Member Manager | | 04/29/2010 |
| | **Signature of Reporting Person | Date |
| /s/ Mitch Mumma, Intersouth Partners V, LP., By: Intersouth Associates V, LLC, Its General Partner, By: Mitch Mumma, Title: Member Manager | | 04/29/2010 |
| | **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) 34,144 shares of Series A Preferred Stock automatically converted into 36,049 shares of common stock immediately prior to the closing of the Issuer's initial public offering, for no additional consideration.

The reportable securities are owned directly by Intersouth Associates V, L.P. ("IA V"). Intersouth Associates V, LLC ("IA V, LLC") is the general partner of IA V. IA V, LLC disclaims beneficial ownership of these securities and this report shall not be deemed an admission that IA V, LLC 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. Each of Mitch Mumma ("Mumma") and Dennis Dougherty ("Dougherty") are the member managers of IA V, LLC. Each of Mumma and Dougherty 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.
- (3) 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.
- (4) 746,946 shares of Series A Preferred Stock automatically converted into 788,627 shares of common stock immediately prior to the closing of the Issuer's initial public offering, for no additional consideration.

The reportable securities are owned directly by Intersouth Partners V, L.P. ("IP V"). IA V, LLC is the general partner of IP V. IA V, LLC disclaims beneficial ownership of these securities and this report shall not be deemed an admission that IA V, LLC 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. Each of Mitch Mumma ("Mumma") and Dennis Dougherty ("Dougherty") are the member managers of IA V, LLC. Each of Mumma and Dougherty 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) 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).
- (7) Immediately.
- (8) Not applicable.

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.