

Hove Anders D
Form 4
April 28, 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 *
Hove Anders D

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

C/O VENROCK, 530 FIFTH AVE.
22ND FLOOR

(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
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(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) 2,243,732 (3) | 2,243,732 | I | By Funds (8) |
| Common Stock | 04/27/2010 | | C | (A) 934,110 (4) | 3,177,842 | I | By Funds (9) |
| Common Stock | 04/27/2010 | | C | (A) 465,157 (5) | 3,642,999 | I | By Funds (10) |
| Common Stock | 04/27/2010 | | P | (A) 306,071 | \$ 11 3,949,070 | I | By Funds (11) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Series B Convertible Preferred Stock | (1) | 04/27/2010 | | C | | 2,243,732 | (2) | (2) | Common Stock |
| Series C Convertible Preferred Stock | (1) | 04/27/2010 | | C | | 934,110 | (2) | (2) | Common Stock |
| Series C-1 Convertible Preferred Stock | (1) | 04/27/2010 | | C | | 465,157 | (2) | (2) | Common Stock |
| Stock Option (right to buy) | \$ 11 | 04/27/2010 | | A | | 7,500 | (6) | 04/27/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hove Anders D C/O VENROCK 530 FIFTH AVE. 22ND FLOOR NEW YORK, NY 10036 | X | X | | |

Signatures

/s/ Anders D.
Hove

04/27/2010

**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) Each share of the Issuer's convertible preferred stock automatically converted into shares of common stock on a one for one basis immediately upon the closing of the Issuer's initial public offering.
- (2) The Issuer's convertible preferred stock does not have an expiration date and automatically converted into shares of common stock upon the closing of the Issuer's initial public offering.
- The shares, on a post conversion basis, are held as follows: 1,826,398 shares held by Venrock Associates IV, L.P. ("VA4"), 372,460 shares held by Venrock Partners, L.P. ("VP") and 44,874 shares held by Venrock Entrepreneurs Fund IV, L.P. ("VEF4"). Venrock Management IV, LLC ("VM4"), Venrock Partners Management, LLC ("VPM") and VEF Management IV, LLC ("VEFM4") are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (3) The shares, on a post conversion basis, are held as follows: 760,367 shares held by VA4, 155,062 shares held by VP and 18,681 shares held by VEF4. VM4, VPM and VEFM4 are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (4) The shares, on a post conversion basis, are held as follows: 378,639 shares held by VA4, 77,215 shares held by VP and 9,303 shares held by VEF4. VM4, VPM and VEFM4 are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (5) The option shall vest 25% on April 27, 2011, and the remainder of the option shall vest quarterly in equal installments over the subsequent three years, beginning on July 27, 2011.
- (6) Dr. Hove is a member of VR Management, LLC (the "Management Company"). Under an agreement between Dr. Hove and the Management Company, Dr. Hove is deemed to hold the reported option for the sole benefit of the Management Company and must exercise the option solely upon the direction of the Management Company, which is entitled to the shares issued upon exercise. The Management Company may be deemed the indirect beneficial owner of the option, and Dr. Hove may be deemed the indirect beneficial owner of the option through his interest in the Management Company. Dr. Hove disclaims beneficial ownership of the option except to the extent of his pecuniary interest therein.
- (7) The shares are held as follows: 1,826,398 shares held by VA4, 372,460 shares held by VP and 44,874 shares held by VEF4. VM4, VPM and VEFM4 are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (8) The shares are held as follows: 2,586,765 shares held by VA4, 527,522 shares held by VP and 63,555 shares held by VEF4. VM4, VPM and VEFM4 are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (9) The shares are held as follows: 2,965,404 shares held by VA4, 604,737 shares held by VP and 72,858 shares held by VEF4. VM4, VPM and VEFM4 are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (10) The shares are held as follows: 3,214,546 shares held by VA4, 655,545 shares held by VP and 78,979 shares held by VEF4. VM4, VPM and VEFM4 are the sole general partners of VA4, VP and VEF4, respectively. Dr. Hove is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.
- (11)

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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