

ALIMERA SCIENCES INC  
Form SC 13D/A  
February 14, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Alimera Sciences, Inc.**

(Name of Issuer)

**Common Stock, \$0.01 par value**

(Title of Class of Securities)

**016259103**

(CUSIP Number)

**Polaris Venture Partners Gunderson Dettmer Stough Villeneuve**

**1000 Winter Street      Franklin & Hachigian, LLP**

**Waltham, MA 02451      850 Winter Street**

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**Waltham, MA 02451**

**Attn: Jay K. Hachigian, Esq.**

**(781) 890-8800**

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting  
Persons.

Polaris Venture Partners  
IV, L.P. ("PVP")

2. Check the Appropriate  
Box if a Member of a  
Group (See Instructions)

(a) S

(b) ..

3. SEC Use Only

4. Source of Funds (See  
Instructions)

WC

5. Check if Disclosure of  
Legal Proceedings Is  
Required Pursuant to  
Items 2(d) or 2(e) ..

6. Citizenship or Place of  
Organization

Delaware

7. Sole  
Voting  
Power

Number of 3,247,811

Shares

8. Shared  
Beneficially Voting

Owned by Power

Each 0

Reporting

9. Sole  
Person With Dispositive  
Power

3,247,811

10. Shared  
Dispositive  
Power

0

11. Aggregate Amount  
Beneficially Owned by  
Each Reporting Person

3,247,811

12. Check if the  
Aggregate Amount in  
Row (11) Excludes  
Certain Shares (See  
Instructions) "

13. Percent of Class  
Represented by Amount  
in Row (11)

10.33%

14. Type of Reporting  
Person (See Instructions)

PN

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1. Names of Reporting  
Persons.

**Polaris Venture Partners  
Entrepreneurs' Fund IV,  
L.P.** ("PVPEF")

2. Check the Appropriate  
Box if a Member of a  
Group (See Instructions)

(a) S

(b) ..

3. SEC Use Only

4. Source of Funds (See  
Instructions)

WC

5. Check if Disclosure of  
Legal Proceedings is  
Required Pursuant to  
Items 2(d) or 2(e) ..

6. Citizenship or Place of  
Organization

Delaware

7. Sole  
Voting  
Power

Number of 60,544

Shares

Beneficially 8. Shared  
Owned by Voting  
Power

Each 0

Reporting

9. Sole  
Person With Dispositive  
Power

60,544

10. Shared  
Dispositive  
Power

0

11. Aggregate Amount  
Beneficially Owned by  
Each Reporting Person

60,544

12. Check if the  
Aggregate Amount in  
Row (11) Excludes  
Certain Shares (See  
Instructions) ..

13. Percent of Class  
Represented by Amount  
in Row (11)

0.19%

14. Type of Reporting  
Person (See Instructions)

PN



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**AMENDMENT NO. 1 TO SCHEDULE 13D**

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on behalf of the Reporting Persons on September 10, 2010 (the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following Items of the Schedule 13D are hereby amended as follows:

Item 5. Interest in Securities of the Issuer.

The information below is based on a total of 31,427,355 shares of Common Stock outstanding as of November 3, 2011, as reported in the Quarterly Report on Form 10-Q for the period ended September 30, 2011 filed by the Issuer with the Commission on November 11, 2011.

(a) PVP directly beneficially owns 3,247,811 shares of Common Stock, or approximately 10.33% of the Common Stock outstanding. PVPEF directly beneficially owns 60,544 shares of Common Stock, or approximately 0.19% of the Common Stock outstanding. Polaris Venture Management Co. III, L.L.C. VI ("PVM"), as the general partner of PVP and PVPEF, may be deemed to indirectly beneficially own the securities owned by PVP and PVPEF.

(b) On August 30, 2011, PVP made a pro-rata distribution-in-kind of 392,800 shares of Common Stock to its partners, including 3,930 shares to PVM. Also on August 30, 2011, PVPEF made a pro rata distribution-in-kind of 7,200 shares of Common Stock to its partners, including 73 shares to PVM.

(c) On September 21, 2011, PVP made a pro-rata distribution-in-kind of 161,218 shares of Common Stock to its partners, including 1,614 shares to PVM. Also on September 21, 2011, PVPEF made a pro rata distribution-in-kind of 2,577 shares of Common Stock to its partners, including 23 shares to PVM.

- (d) On October 11, 2011, PVP made a pro-rata distribution-in-kind of 294,577 shares of Common Stock to its partners, including 2,947 shares to PVM. Also on August 30, 2011, PVPEF made a pro rata distribution-in-kind of 5,423 shares of Common Stock to its partners, including 50 shares to PVM.
- (e) On November 8, 2011, PVP made a pro-rata distribution-in-kind of 230,752 shares of Common Stock to its partners, including 2,311 shares to PVM. Also on November 8, 2011, PVPEF made a pro rata distribution-in-kind of 4,248 shares of Common Stock to its partners, including 40 shares to PVM.
- (f) On November 14, 2011, PVP sold 167,747 shares of Common Stock on the open market at an average price of \$1.7652 per share. Also on November 14, 2011, PVPEF sold 2,559 shares of Common Stock on the open market at an average price of \$1.7652 per share.
- (g) On November 15, 2011, PVP sold 294,822 shares of Common Stock on the open market at an average price of \$1.4659 per share. Also on November 15, 2011, PVPEF sold 5,203 shares of Common Stock on the open market at an average price of \$1.4659 per share.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2012 POLARIS VENTURE PARTNERS IV, L.P.

By: Polaris Venture Management Co. IV, L.L.C.,  
its General Partner

By: /s/ John Gannon  
Name: John Gannon  
Title: Member  
POLARIS VENTURE PARTNERS  
ENTREPRENEURS' FUND IV, L.P.  
By: Polaris Venture Management Co. IV, L.L.C.,  
its General Partner

By: /s/ John Gannon  
Name: John Gannon  
Title: Member

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**Exhibit A**

AGREEMENT REGARDING THE JOINT FILING OF  
SCHEDULE 13D

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13D to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Date: February 14, 2012 POLARIS VENTURE PARTNERS IV, L.P.

By: Polaris Venture Management Co. IV, L.L.C.,  
its General Partner

By: /s/ John Gannon  
Name: John Gannon  
Title: Member  
POLARIS VENTURE PARTNERS  
ENTREPRENEURS' FUND IV, L.P.

By: Polaris Venture Management Co. IV, L.L.C.,  
its General Partner

By: /s/ John Gannon  
Name: John Gannon  
Title: Member

