

INTERSOUTH AFFILIATES V LP

Form 4

April 29, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Intersouth Associates V, LLC

(Last) (First) (Middle)

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

(Street)

DURHAM, NC 27701-3984

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

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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

- (2) 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

- (5) 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.

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