

ALIMERA SCIENCES INC

Form 3

October 09, 2015

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

OMB APPROVAL

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**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 *Flynn James E
(Last) (First) (Middle)780 THIRD AVENUE, 37TH
FLOOR, A

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/07/20153. Issuer Name and Ticker or Trading Symbol
ALIMERA SCIENCES INC [ALIM]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner____ Officer ☒ Other

(give title below) (specify below)

Possible Member of 10% Group

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person☒ 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)

Common Stock

4,041,997

I

Through Deerfield Special
Situations Fund, L.P. (1) (2)

Common Stock

10,305

I

Through Deerfield Private Design
Fund III, L.P. (1) (2)

Common Stock

181,222

I

Through Deerfield Private Design
Fund II, L.P. (1) (2)

Common Stock

207,667

I

Through Deerfield Private Design
International II, L.P. (1) (2)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	841.63	\$ (3)	I	Through Deerfield Special Situations Fund, L.P. (1) (2)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	3,787.31	\$ (3)	I	Through Deerfield Private Design Fund III, L.P. (1) (2)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	1,764.89	\$ (3)	I	Through Deerfield Private Design Fund II, L.P. (1) (2)
Series B Preferred Stock	Â (3)	Â (3)	Common Stock	2,022.42	\$ (3)	I	Through Deerfield Private Design International II, L.P. (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Member of 10% Group
Deerfield Mgmt L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Member of 10% Group
DEERFIELD MANAGEMENT CO 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Member of 10% Group
Deerfield Special Situations Fund, L.P. 780 3RD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Member of 10% Group
Deerfield Mgmt III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Member of 10% Group

Deerfield Private Design Fund III, L.P.
780 THIRD AVENUE
37TH FLOOR
NEW YORK, NY 10017

Â Â X Â Possible Member of 10% Group

Deerfield Private Design Fund II, L.P.
780 THIRD AVENUE, 37TH FLOOR
NEW YORK, NY 10017

Â Â X Â Possible Member of 10% Group

Deerfield Private Design International II, L.P.
BISON COURT, P.O. BOX 3460
ROAD TOWN, TORTOLA, D8 00000

Â Â X Â Possible Member of 10% Group

Signatures

/s/ Jonathan Isler 10/09/2015

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) This Form 3 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons"). Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P. ("Fund III"). Deerfield Mgmt L.P. is the general partner of Deerfield Special Situations Fund, L.P., Deerfield Private Design Fund II, L.P. and Deerfield Private Design International II, L.P. (collectively with Fund III, the "Funds"). Deerfield Management Company, L.P. is the investment manager of the Funds. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt III, L.P., Deerfield Mgmt, L.P. and Deerfield Management Company, L.P.

(2) In accordance with Instruction 5 (b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

(3) Each share of Series B Preferred Stock is convertible at any time into 1,000 shares of the Issuer's common stock. The number of shares of common stock issuable upon the conversion of the Series B Preferred Stock is subject to certain adjustments upon the occurrence of stock splits, stock dividends and certain transactions, as set forth in the Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock.

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Remarks:

Please see Joint Filer Information Statement attached as Exhibit 99 hereto.

Jonathan Isler, signing as Attorney-in-Fact: Power of Attorney, incorporated by reference to Exhibit 24

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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