

VENROCK ENTREPRENEURS FUND IV L P
 Form 4
 April 28, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 VENROCK ASSOCIATES IV L P

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)
 C/O VENROCK, 3340 HILLVIEW AVENUE

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

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

(Street)
 PALO ALTO, CA 94304

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

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 (6)
Common Stock	04/27/2010		C	(A) 934,110 (4)	3,177,842	I	By Funds (7)
Common Stock	04/27/2010		C	(A) 465,157 (5)	3,642,999	I	By Funds (8)
Common Stock	04/27/2010		P	(A) 306,071	\$ 11 3,949,070	I	By Funds (9)

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

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SEC 1474
(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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount Number Shares
					Acquired (A)	Disposed of (D)			
Series B Convertible Preferred Stock	(1)	04/27/2010		C	V	(A) 2,243,732	(2) (2)	Common Stock	2,243,732 (3)
Series C Convertible Preferred Stock	(1)	04/27/2010		C	V	(A) 934,110	(2) (2)	Common Stock	934,110 (4)
Series C-1 Convertible Preferred Stock	(1)	04/27/2010		C	V	(A) 465,157	(2) (2)	Common Stock	465,157 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VENROCK ASSOCIATES IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Management IV, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
Venrock Partners, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
		X		

Venrock Partners Management, LLC
 C/O VENROCK
 3340 HILLVIEW AVENUE
 PALO ALTO, CA 94304

VENROCK ENTREPRENEURS FUND IV L P
 C/O VENROCK
 3340 HILLVIEW AVENUE
 PALO ALTO, CA 94304

X

VEF Management IV, LLC
 C/O VENROCK
 3340 HILLVIEW AVENUE
 PALO ALTO, CA 94304

X

Signatures

/s/ David L. Stepp, Authorized Signatory 04/27/2010

 **Signature of Reporting Person Date

/s/ David L. Stepp, Authorized Signatory 04/27/2010

 **Signature of Reporting Person Date

/s/ David L. Stepp, Authorized Signatory 04/27/2010

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/s/ David L. Stepp, Authorized Signatory 04/27/2010

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/s/ David L. Stepp, Authorized Signatory 04/27/2010

 **Signature of Reporting Person Date

/s/ David L. Stepp, Authorized Signatory 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.
- (3) 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. Anders D. Hove, a director of the Issuer, 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,

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except to the extent of their indirect pecuniary interest therein.

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,

- (4) 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.

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,

- (5) 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.

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.

- (6) 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.

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.

- (7) 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.

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.

- (8) 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.

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.

- (9) 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.

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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