

MITCHELL KATE
Form 4
April 28, 2010

FORM 4

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

OMB APPROVAL

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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 *
BAVP, L.P.

(Last) (First) (Middle)
950 TOWER LANE, SUITE 700
(Street)

FOSTER CITY, CA 94404

(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) ___ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/27/2010 | | C | (A) Amount (1) 1,649,358 | (1) 1,649,358 | D (2) | |
| Common Stock | 04/27/2010 | | C | (3) 1,121,866 | (4) 2,771,224 | D (2) | |
| Common Stock | 04/27/2010 | | C | (5) 1,153,719 | (6) 3,924,943 | D (2) | |
| Common Stock | 04/27/2010 | | C | (7) 574,515 | (8) 4,499,458 | D (2) | |
| Common Stock | 04/27/2010 | | P | 363,636 | \$ 11 4,863,094 | D (2) | |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Series A Convertible Preferred Stock | (1) | 04/27/2010 | | C | 1,562,184 | (9) (9) | Common Stock 1,649, |
| Series B Convertible Preferred Stock | (4) | 04/27/2010 | | C | 1,121,866 | (9) (9) | Common Stock 1,121, |
| Series C Convertible Preferred Stock | (6) | 04/27/2010 | | C | 1,153,719 | (9) (9) | Common Stock 1,153, |
| Series C-1 Convertible Preferred Stock | (8) | 04/27/2010 | | C | 574,515 | (9) (9) | Common Stock 574,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAVP, L.P. 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404 | | X | | |
| BOCK LOUIS C 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404 | | X | | |
| MITCHELL KATE 950 TOWER LANE, SUITE 700 | | X | | |

FOSTER CITY, CA 94404

O'Driscoll Rory

950 TOWER LANE, SUITE 700

X

FOSTER CITY, CA 94404

Scale Venture Management I, LLC

950 TOWER LANE, SUITE 700

X

FOSTER CITY, CA 94404

Signatures

/s/ BAVP, LP, By: Scale Venture Management I, LLC, its General Partner, By: Mark Brooks, Managing Member

04/28/2010

__Signature of Reporting Person

Date

/s/ Louis C. Bock

04/28/2010

__Signature of Reporting Person

Date

/s/ Kate Mitchell

04/28/2010

__Signature of Reporting Person

Date

/s/ Rory O'Driscoll

04/28/2010

__Signature of Reporting Person

Date

/s/ Scale Management I, LLC, by: Mark Brooks, Managing Member

04/28/2010

__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) Automatic conversion, in connection with the Issuer's initial public offering, of 1,562,184 shares of Series A Preferred Stock into 1,649,358 shares of common stock.

(2) The shares are held by BAVP, LP ("BAVP"). The General Partner of BAVP is Scale Venture Management I, LLC ("Scale"). Louis Bock, Kate Mitchell, Rory O'Driscoll and Mark Brooks are managing members of Scale and share voting and investment power with respect to these shares. Each of the managing members of Scale disclaims beneficial ownership with respect to these shares except to the extent of their pecuniary interest therein.

- (3) Automatic conversion, in connection with the Issuer's initial public offering, of Series B Preferred Stock at a rate of 1-for-1, resulting in the issuance of 1,121,866 shares of common stock.

(4) The Series B Convertible Preferred Stock converted into the Issuer's Common Stock at a rate of 1-for-1.

- (5) Automatic conversion, in connection with the Issuer's initial public offering, of Series C Preferred Stock at a rate of 1-for-1, resulting in the issuance of 1,153,719 shares of common stock.

(6) The Series C Convertible Preferred Stock converted into the Issuer's Common Stock at a rate of 1-for-1.

- (7) Automatic conversion, in connection with the Issuer's initial public offering, of Series C-1 Preferred Stock at a rate of 1-for-1, resulting in the issuance of 574,515 shares of common stock.

(8) The Series C-1 Convertible Preferred Stock converted into the Issuer's Common Stock at a rate of 1-for-1.

- (9) The securities are preferred stock of the Issuer and do not have an expiration date. The securities automatically converted into common stock upon the closing of the Issuer's initial public offering.

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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