

ALIMERA SCIENCES INC
Form SC 13G
July 27, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Alimera Sciences, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

016259103

(CUSIP Number)

July 17, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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

Growth Equity Opportunities Fund III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware Limited Liability Company

5

SOLE VOTING POWER

NUMBER OF
SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

2,681,250 shares

SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

8

0 shares

SHARED DISPOSITIVE POWER

2,681,250 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,681,250 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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1 NAMES OF REPORTING PERSONS

New Enterprise Associates 14, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands Exempted Limited Partnership

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 2,681,250 shares

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 0 shares

8 SHARED DISPOSITIVE POWER

2,681,250 shares

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2,681,250 shares

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7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSONS

NEA Partners 14, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands Exempted Limited Partnership

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

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PN

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1 NAMES OF REPORTING PERSONS

NEA 14 GP, LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands Exempted Company

5

SOLE VOTING POWER

NUMBER OF
SHARES

6

0 shares

SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

7

2,681,250 shares

SOLE DISPOSITIVE POWER

REPORTING

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SHARED DISPOSITIVE POWER

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1 NAMES OF REPORTING PERSONS

Michael James Barrett

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0 shares

BENEFICIALLY

7 SHARED VOTING POWER

OWNED BY
EACH

8 2,681,250 shares

REPORTING
PERSON

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WITH

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IN

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1 NAMES OF REPORTING PERSONS

Peter J. Barris

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF
SHARES

0 shares

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1 NAMES OF REPORTING PERSONS

Forest Basket

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(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0 shares

BENEFICIALLY

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IN

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1 NAMES OF REPORTING PERSONS

Ryan D. Drant

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF
SHARES

6 0 shares

BENEFICIALLY

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IN

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1 NAMES OF REPORTING PERSONS

Anthony A. Florence, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH REPORTING PERSON 2,681,250 shares

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

Patrick J. Kerins

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

Krishna S. Kolluri

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

David M. Mott

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH REPORTING PERSON 2,681,250 shares

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

Scott D. Sandell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

Peter W. Sonsini

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 2,681,250 shares

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REPORTING

PERSON WITH 0 shares

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7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS

Ravi Viswanathan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH REPORTING PERSON 2,681,250 shares

7 SOLE DISPOSITIVE POWER

PERSON WITH 0 shares

8 SHARED DISPOSITIVE POWER

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 016259103

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1 NAMES OF REPORTING PERSONS

Harry R. Weller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

5 SOLE VOTING POWER

NUMBER OF SHARES 0 shares

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 2,681,250 shares

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 0 shares

8 SHARED DISPOSITIVE POWER

2,681,250 shares

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 016259103

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Schedule 13G

Item 1(a). Name of Issuer:

Alimera Sciences, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

6120 Windward Parkway Suite 290, Alpharetta, GA 30005

Item 2(a). Names of Persons Filing:

Growth Equity Opportunities Fund III, LLC ("GEO"); New Enterprise Associates 14, L.P. ("NEA 14"), which is the sole member of GEO; NEA Partners 14, L.P. ("NEA Partners 14"), which is the sole general partner of NEA 14; NEA 14 GP, LTD ("NEA 14 GP"), which is the sole general partner of NEA Partners 14; and Michael James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Ryan D. Drant ("Drant"), Anthony A. Florence, Jr. ("Florence"), Patrick J. Kerins ("Kerins"), Krishna S. Kolluri ("Kolluri"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell"), Peter W. Sonsini ("Sonsini"), Ravi Viswanathan ("Viswanathan") and Harry R. Weller ("Weller") (collectively, the "Directors"). The Directors are the individual directors of NEA 14 GP. GEO, NEA 14, NEA Partners 14, NEA 14 GP and the Directors are sometimes referred to collectively herein as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of GEO, NEA 14, NEA Partners 14 and NEA 14 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Kolluri, Sandell, Sonsini and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barrett, Barris, Drant, Florence, Kerins, Mott and Weller is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815.

Item 2(c). Citizenship:

GEO is a limited liability company organized under the laws of the State of Delaware. NEA 14 GP is an exempted company organized under the laws of the Cayman Islands. Each of NEA 14 and NEA Partners 14 is an exempted limited partnership organized under the laws of the Cayman Islands. Each of the Directors is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$.01 par value ("Common Stock").

Item 2(e). CUSIP Number:

016259103

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

Not applicable.

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Item 4. Ownership.

- (a) Amount Beneficially Owned: GEO is a party to a Securities Purchase Agreement (the "Purchase Agreement") with the Issuer and other institutional investors for the purchase (the "Transaction") of 150,000 shares of Series A Convertible Preferred Stock of the Issuer (the "Series A Preferred") and a warrant to purchase 45,000 shares of Series A Preferred (the "Warrant").

The shares of Series A Preferred are governed by the Certificate of Designation of Series A Preferred (the "Certificate of Designation"), a form of which is attached as Exhibit 3.5 to the Issuer's Form 8-K filed on July 18, 2012 (the "8-K") and incorporated by reference herein. Pursuant to the Certificate of Designation and the Purchase Agreement, a form of which is attached as Exhibit 10.36 to the 8-K and incorporated by reference herein, GEO has the right to convert shares of Series A Preferred into Common Stock at any time after the closing of the Transaction (the "Closing"). Based on the initial conversion price provided in the Certificate of Designation (the "Initial Conversion Price"), after the Closing, the shares of Series A Preferred will be convertible into a maximum of 2,062,500 shares of Common Stock. In addition, pursuant to the Warrant, a form of which is attached as Exhibit 4.10 to the 8-K and incorporated by reference herein, after the Closing, GEO will have the right to purchase up to 45,000 additional shares of Series A Preferred at any time or, alternatively, GEO may purchase up to the number of shares of Common Stock into which such shares of Series A Preferred are convertible. After the Closing, in the event that GEO purchases Common Stock and based on the Initial Conversion Price of the Series A Preferred that would otherwise be issued, GEO may purchase up to 618,750 shares of Common Stock pursuant to the Warrant.

The Closing is subject to customary closing conditions, including the approval of the Transaction by the holders of a majority of the outstanding shares of Common Stock, as required under the applicable rules of The NASDAQ Global Market, at a special meeting of the stockholders of the Company. Stockholders holding approximately 56% of the Common Stock, as of July 17, 2012, have entered into separate agreements with the Issuer whereby such stockholders have agreed to vote all shares of Common Stock held by them as of the special meeting of the stockholders of the Issuer in favor of the Transaction. Accordingly, at this time, GEO may be deemed to own beneficially a total of 2,681,250 shares of Common Stock (the "Securities").

As the sole member of GEO, NEA 14 may be deemed to own beneficially the Securities and to share beneficial ownership with GEO. As the general partner of NEA 14, NEA Partners 14 may also be deemed to own beneficially the Securities. As the general partner of NEA Partners 14, NEA 14 GP likewise may be deemed to own beneficially the Securities. As the individual Directors of NEA 14 GP, each of the Directors also may be deemed to own beneficially the Securities.

- (b) Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheets for each Reporting Person are calculated based on 34,113,605 shares of Common Stock, which includes (i) 31,432,355 shares of Common Stock reported to be outstanding by the Issuer as of May 9, 2012 on Form 10-Q filed with the Securities and Exchange Commission on May 11, 2012 and (ii) the Securities.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: See Line 5 of cover sheets.
- (ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.

(iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.

(iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except for the shares, if any, such Reporting Person holds of record.

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a “group” as used in Rule 13d-5(b).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below, each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding Schedule 13G filings.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 27, 2012

GROWTH EQUITY OPPORTUNITIES FUND III, LLC

By: NEW ENTERPRISE ASSOCIATES 14, L.P.
Sole Member

By: NEA PARTNERS 14, L.P.
General Partner

By: NEA 14 GP, LTD
General Partner

By: *
Peter J. Barris
Director

NEW ENTERPRISE ASSOCIATES 14, L.P.

By: NEA PARTNERS 14, L.P.
General Partner

By: NEA 14 GP, LTD
General Partner

By: *
Peter J. Barris
Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD
General Partner

By: *
Peter J. Barris
Director

NEA 14 GP, LTD

By: *
Peter J. Barris
Director

CUSIP No. 016259103

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*

Michael James Barrett

*

Peter J. Barris

*

Forest Baskett

*

Ryan D. Drant

*

Anothony A. Florence, Jr.

*

Patrick J. Kerins

*

Krishna S. Kolluri

*

David M. Mott

*

Scott D. Sandell

*

Peter W. Sonsini

*

Ravi Viswanathan

*

Harry R. Weller

*/s/ Louis S. Citron

Louis S. Citron
As attorney-in-fact

This Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Alimera Sciences, Inc.

EXECUTED this 27th day of July, 2012

GROWTH EQUITY OPPORTUNITIES FUND III, LLC

By: NEW ENTERPRISE ASSOCIATES 14, L.P.
Sole Member

By: NEA PARTNERS 14, L.P.
General Partner

By: NEA 14 GP, LTD
General Partner

By: *
Peter J. Barris
Director

NEW ENTERPRISE ASSOCIATES 14, L.P.

By: NEA PARTNERS 14, L.P.
General Partner

By: NEA 14 GP, LTD
General Partner

By: *
Peter J. Barris
Director

NEA PARTNERS 14, L.P.

By: NEA 14 GP, LTD
General Partner

By: *
Peter J. Barris
Director

NEA 14 GP, LTD

By: *
Peter J. Barris
Director

CUSIP No. 016259103

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*

Michael James Barrett

*

Peter J. Barris

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Forest Baskett

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Ryan D. Drant

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Anothony A. Florence, Jr.

*

Patrick J. Kerins

*

Krishna S. Kolluri

*

David M. Mott

*

Scott D. Sandell

*

Peter W. Sonsini

*

Ravi Viswanathan

*

Harry R. Weller

*/s/ Louis S. Citron

Louis S. Citron
As attorney-in-fact

This Agreement relating to Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Charles W. Newhall III, Louis S. Citron, Eugene A. Trainor III, Timothy Schaller and Shawn Conway, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 4th day of May, 2009.

/s/ M. James Barrett

M. James Barrett

/s/ Peter J. Barris

Peter J. Barris

/s/ Forest Baskett

Forest Baskett

/s/ Rohini Chakravarthy

Rohini Chakravarthy

/s/ Patrick Chung

Patrick Chung

/s/ Ryan Drant

Ryan Drant

/s/ Anthony A. Florence

Anthony A. Florence

/s/ Robert Garland

Robert Garland

/s/ Paul Hsiao

Paul Hsiao

/s/ Patrick J. Kerins

Patrick J. Kerins

/s/ Suzanne King

Suzanne King

/s/ Krishna S. Kolluri

Krishna S. Kolluri

/s/ C. Richard Kramlich

C. Richard Kramlich

/s/ Charles M. Linehan

Charles M. Linehan

/s/ Edward Mathers

Edward Mathers

/s/ David M. Mott

David M. Mott

/s/ John M. Nehra

John M. Nehra

/s/ Charles W. Newhall III

Charles W. Newhall III

/s/ Jason R. Nunn

Jason R. Nunn

/s/ Mark W. Perry

Mark W. Perry

/s/ Jon Sakoda

Jon Sakoda

/s/ Scott D. Sandell

Scott D. Sandell

/s/ Peter W. Sonsini

Peter W. Sonsini

CUSIP No. 016259103

13G

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/s/ A. Brooke Seawell

A. Brooke Seawell

/s/ Eugene A. Trainor III

Eugene A. Trainor III

/s/ Ravi Viswanathan

Ravi Viswanathan

/s/ Paul E. Walker

Paul E. Walker

/s/ Harry Weller

Harry Weller