

ALIMERA SCIENCES INC
Form SC 13D/A
June 03, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)1

Alimera Sciences, Inc.
(Name of Issuer)

(Title of Class of Securities) Common Stock, \$.01 par value

016259 10 3
(CUSIP Number)

Domain Associates, L.L.C.	Ropes & Gray LLP
One Palmer Square	1211 Avenue of the Americas
Princeton, NJ 08542	New York, NY 10036
Attn: Kathleen K. Schoemaker	Attn: John C. MacMurray, Esq.
Tel: (609) 683-5656	Tel: (212) 596-9000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 2, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

1 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 016259 10 3

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|-----|--|--------------------------|
| 1. | NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS | Domain Partners VI, L.P. |
| | EIN No.: | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a)x
(b)o |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS | Not Applicable |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | o |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| 7. | SOLE VOTING POWER | 4,129,773 |
| 8. | SHARED VOTING POWER | 0 |
| 9. | SOLE DISPOSITIVE POWER | 4,129,773 |
| 10. | SHARED DISPOSITIVE POWER | 0 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 4,129,773 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 13.2% |
| 14. | TYPE OF REPORTING PERSON | PN |

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- | | | |
|--|---|------------------------|
| 1. | NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

EIN No.: | DP VI Associates, L.P. |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a)x
(b)o |
| 3. | SEC USE ONLY | |
| 4. | SOURCE OF FUNDS | Not Applicable |
| 5. | CHECK BOX IF DISCLOSURE OF LEGAL
PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | o |
| 6. | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. SOLE VOTING POWER | 40,790 |
| | 8. SHARED VOTING POWER | 0 |
| | 9. SOLE DISPOSITIVE POWER | 40,790 |
| | 10. SHARED DISPOSITIVE POWER | 0 |
| 11. | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 40,790 |
| 12. | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES | |
| 13. | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | 0.1% |
| 14. | TYPE OF REPORTING PERSON | |

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AMENDMENT NO. 1 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on May 7, 2010 (the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined.

The following Items of the Schedule 13D are hereby amended as follows:

Item 5. Interest in Securities of the Issuer.

The information below is based on a total of 31,348,197 shares of Common Stock outstanding as of May 4, 2011, as reported in the Quarterly Report on Form 10-Q for the period ended March 31, 2011 filed by the Issuer with the Commission on May 9, 2011.

(a) DP VI directly beneficially owns 4,129,773 shares of Common Stock, or approximately 13.2% of the Common Stock outstanding. DP VI A directly beneficially owns 40,790 shares of Common Stock, or approximately 0.1% of the Common Stock outstanding. OPSA VI, as the general partner of DP VI and DP VI A, may be deemed to indirectly beneficially own the securities owned by DP VI and DP VI A. In addition, OPSA VI directly beneficially owns 18,864 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(c) On June 2, 2011, DP VI made a pro-rata distribution-in-kind of 700,000 shares of Common Stock to its partners, including 18,864 shares to OPSA VI. Also on June 2, 2011, DP VI A sold 6,914 shares of Common Stock on the open market at an average price of \$8.04 per share.

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SIGNATURES

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

Dated: June 3, 2011

DOMAIN PARTNERS VI, L.P.

By: One Palmer Square
Associates VI, L.L.C.,
General Partner

By: /s/ Kathleen K.
Schoemaker
Managing Member

DP VI ASSOCIATES, L.P.

By: One Palmer Square
Associates VI, L.L.C.,
General Partner

By: /s/ Kathleen K.
Schoemaker
Managing Member