

ALIMERA SCIENCES INC  
Form SC 13D/A  
January 17, 2014

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)1

Alimera Sciences, Inc.  
(Name of Issuer)

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

016259 10 3  
(CUSIP Number)

Domain Associates, L.L.C. One Palmer Square Princeton, NJ 08542 Attn: Kathleen K. Schoemaker Tel: (609) 683-5656	Ropes & Gray LLP 1211 Avenue of the Americas New York, NY 10036 Attn: Morri Weinberg, Esq. Tel: (212) 596-9000
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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 16, 2014  
(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.

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<sup>1</sup> 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).

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CUSIP No. 016259 10 3

1.	NAME OF REPORTING PERSONS	Domain Partners VI, L.P.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (VOLUNTARY)	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
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)	<input type="checkbox"/>
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	7. SOLE VOTING POWER	3,590,931
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	3,590,931
	10. SHARED DISPOSITIVE POWER	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,590,931
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	11.4%
14.	TYPE OF REPORTING PERSON	PN



CUSIP No. 016259 10 3

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|--|--|---|
| 1.   | NAME OF REPORTING PERSONS  | DP VI Associates, L.P.  |
|  | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS<br>(VOLUNTARY)                            |   |
| 2.   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  | (a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3.   | SEC USE ONLY   |   |
| 4.   | SOURCE OF FUNDS  | Not Applicable  |
| 5.   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS<br>IS REQUIRED<br>PURSUANT TO ITEM 2(d) or 2(e) | [ ]   |
| 6.   | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware  |
|  | 7. SOLE VOTING POWER   | 34,907  |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED<br>BY EACH REPORTING<br>PERSON WITH | 8. SHARED VOTING POWER   | 0   |
|  | 9. SOLE DISPOSITIVE POWER  | 34,907  |
|  | 10. SHARED DISPOSITIVE<br>POWER  | 0   |
| 11.  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                              | 34,907  |
| 12.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)<br>EXCLUDES CERTAIN SHARES                     | [ ]   |
| 13.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)   | 0.1%  |
| 14.  | TYPE OF REPORTING PERSON   | PN  |

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AMENDMENT NO. 3 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "Commission") by the Reporting Persons with respect to the Common Stock of the Issuer on May 7, 2010, Amendment No. 1 thereto filed on June 3, 2011 and Amendment No. 2 thereto filed on June 13, 2013 (as so amended, 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.

Item 5(a) is hereby amended and restated as follows:

The information requested by this paragraph is incorporated herein by reference to the cover pages to this Amendment No. 3 to Schedule 13D. In addition, OPSA VI directly beneficially owns 18,864 shares of Common Stock, or less than 0.1% of the Common Stock outstanding. Ownership percentages are based on 31,610,991 shares of Common Stock outstanding as of November 8, 2013, as reported in the Issuer's Report on Form 10Q for the period ended September 30, 2013 filed with the Commission on November 13, 2013.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

On January 15, 2014, DP VI and DP VI A sold an aggregate 93,455 shares of Common Stock in open market transactions, at an average price of \$6.0057 per share. On January 16, 2014, DP VI and DP VI A sold an aggregate 206,545 shares of Common Stock in open market transactions, at an average price of \$6.5596 per share. Such shares were sold pursuant to Rule 10b5-1 Sales Plans adopted by DP VI and DP VI A on May 21, 2013 with respect to the Common Stock of the Issuer.

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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: January 17, 2014

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