

ALIMERA SCIENCES INC
Form 10-K/A
March 29, 2013

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

FORM 10-K/A
(Amendment No. 1)
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended December 31, 2012
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from _____ to _____
Commission file number: 001-34703

Alimera Sciences, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-0028718
(I.R.S. Employer
Identification Number)

6120 Windward Parkway, Suite 290
Alpharetta, GA
(Address of principal executive offices)
(678) 990-5740
(Registrant's telephone number, including area code)

30005
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.01 par value per share
(Title of each class)

The NASDAQ Stock Market LLC
(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes

No

As of June 29, 2012, the last business day of the registrant's last completed second quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was approximately \$29,658,318, based on the closing price of the registrant's Common Stock, as reported by the NASDAQ Global Market. Shares of Common Stock held by each executive officer, director and stockholders known by the registrant to own 10% or more of the outstanding stock based on public filings and other information known to the registrant have been excluded since such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 26, 2013 there were 31,556,205 shares of the registrant's Common Stock issued and outstanding.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Alimera Sciences, Inc. (the “Company”) Annual Report on Form 10-K for the period ended December 31, 2012, filed with the Securities and Exchange Commission on March 28, 2013 (the “Form 10-K”), is to correct the dates on the signature page of the Form 10-K.

In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the Company has included new certifications of its principal executive and principal financial officers pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

This Amendment No. 1 does not otherwise change or update the Form 10-K as originally filed and does not otherwise reflect events, results or developments occurring, or facts that have become known, after the original filing of the Form 10-K.

Signatures

Pursuant to the requirements of Section 13 and 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in Alpharetta, Georgia, on March 28, 2013.

ALIMERA SCIENCES, INC.

By: /s/ C. Daniel Myers
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1934, this annual report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|----------------|
| /s/ C. Daniel Myers C. Daniel Myers | President, Chief Executive Officer and Director (Principal Executive Officer) | March 28, 2013 |
| /s/ Richard S. Eiswirth, Jr. Richard S. Eiswirth, Jr. | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | March 28, 2013 |
| /s/ Philip R. Tracy Philip R. Tracy | Chairman of the Board of Directors | March 28, 2013 |
| /s/ Mark J. Brooks Mark J. Brooks | Director | March 28, 2013 |
| /s/ Brian K. Halak, Ph.D. Brian K. Halak, Ph.D. | Director | March 28, 2013 |
| /s/ James R. Largent. James R. Largent | Director | March 28, 2013 |
| /s/ Peter J. Pizzo, III Peter J. Pizzo, III | Director | March 28, 2013 |
| /s/ Calvin W. Roberts, M.D. Calvin W. Roberts, M.D. | Director | March 28, 2013 |
| /s/ Glen Bradley, Ph.D. Glen Bradley, Ph.D. | Director | March 28, 2013 |
| /s/ Garheng Kong, M.D., Ph.D. Garheng Kong, M.D., Ph.D. | Director | March 28, 2013 |

ITEM 15. Exhibits and Financial Statements Schedules

| Exhibit Number | Description |
|-------------------|---|
| 31.1* | Certification of the Principal Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of the Principal Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002. |

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

March 29, 2013

Alimera Sciences, Inc.

/s/ C. Daniel Myers
C. Daniel Myers
Chief Executive Officer and President
(Principal executive officer)

March 29, 2013

/s/ Richard S. Eiswirth, Jr.
Richard S. Eiswirth, Jr.
Chief Operating Officer and Chief Financial
Officer
(Principal financial and accounting officer)

EXHIBIT INDEX

Exhibit
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- | | |
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