

ALIMERA SCIENCES INC  
Form 8-K  
August 09, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 9, 2012

**ALIMERA SCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction of  
Incorporation)

**001-34703**  
(Commission File Number)

**20-0028718**  
(IRS Employer Identification No.)

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**6120 Windward Parkway**

**Suite 290**

**Alpharetta, Georgia**  
(Address of Principal Executive Offices)

**30005**  
(Zip Code)

**Registrant's telephone number, including area code: (678) 990-5740**

**Not Applicable**

**(Former name or former address if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition.**

On August 9, 2012, Alimera Sciences, Inc. ( Alimera ) issued a press release regarding its results of operations and financial condition for the second quarter ended June 30, 2012. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Alimera will be hosting a conference call, as well as a live webcast on the Investor Relations section of its corporate website at <http://www.alimerasciences.com>, on August 9, 2012 at 4:30 P.M. E.T. to discuss its second quarter 2012 financial results and to provide business and regulatory updates.

Various statements to be made during the conference call and webcast are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, regarding, among other things, Alimera's future results of operations and financial position, business strategy and plans and objectives of management for Alimera's future operations. Words such as anticipate, believe, estimate, expect, intend, may, plan, contemplate, predict, project, target, likely, potential, continue, will, would, should, could, or the negative expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The events and circumstances reflected in Alimera's forward-looking statements may not occur and actual results could differ materially from those projected in its forward-looking statements. Meaningful factors which could cause actual results to differ include, but are not limited to, delay in or failure to obtain regulatory approval of Alimera's product candidates, uncertainty as to Alimera's ability to commercialize (alone or with others), and market acceptance of, Alimera's product candidates, including ILUVIEN in the EU, the extent of government regulations, uncertainty as to the pricing and reimbursement guidelines for Alimera's product candidates, including ILUVIEN in the various EU countries; uncertainty as to relationship between the benefits of Alimera's product candidates and the risks of their side-effect profiles, dependence on third-party manufacturers to manufacture Alimera's product candidates in sufficient quantities and quality, uncertainty of clinical trial results, limited sales and marketing infrastructure, inability of Alimera to successfully market and sell ILUVIEN following regulatory approval, the consummation of Alimera's anticipated sale of shares of its Series A Convertible Preferred Stock and warrants to purchase shares of Series A Convertible Preferred Stock and Alimera's ability to operate its business in compliance with the covenants and restrictions that it is subject to under its credit facility, as well as other factors discussed in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of Alimera's Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012. Alimera's filings with the Securities and Exchange Commission (SEC), including the Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, which will be filed during the third quarter of 2012, are available free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition to the risks described above and in Alimera's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, other unknown or unpredictable factors also could affect Alimera's results. There can be no assurance that the actual results or developments anticipated by Alimera will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Alimera. Therefore, no assurance can be given that the outcomes stated in such forward-looking statements and estimates will be achieved.

All forward-looking statements made during the conference call are expressly qualified by the cautionary statements contained or referred to herein. Alimera cautions investors not to rely too heavily on the forward-looking statements Alimera makes or that are made on its behalf. These forward-looking statements speak only as of the date on which they are made (unless another date is indicated). Alimera undertakes no obligation, and specifically declines any obligation, to publicly update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

The information in Item 2.02 of this Current Report on Form 8-K and the press release furnished as Exhibit 99.1 hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 99.1       | Press Release of Alimera Sciences, Inc. dated August 9, 2012 |

**SIGNATURE**

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 hereunto duly authorized.

ALIMERA SCIENCES, INC.

By: /s/ RICHARD S. EISWIRTH, JR.

Name: Richard S. Eiswirth, Jr.

Title: Chief Operating Officer and Chief

Financial Officer

Dated: August 9, 2012