

ALIMERA SCIENCES INC
Form 8-K
November 16, 2016

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): November 16, 2016

ALIMERA SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-34703	20-0028718
	(Commission	
(State or other Jurisdiction of Incorporation)	File	(IRS Employer Identification No.)
	Number)	

6120 Windward Parkway	
Suite 290	30005
Alpharetta, Georgia	
(Address of Principal Executive Offices)	(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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2016 special meeting of stockholders of Alimera Sciences, Inc. (the "Company") held on November 16, 2016, the following proposal was submitted to the stockholders of the Company:

To approve an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock, par value \$0.01 per share, from 100,000,000 shares to 150,000,000 shares.

For more information about the foregoing proposal, see the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on October 14, 2016.

Of the 72,905,679 shares of the Company's common stock, including 8,135,593 shares of common stock underlying the Company's outstanding Series A Preferred Stock (based on a deemed conversion price of \$2.95 per share), entitled to vote at the special meeting of the stockholders, 47,669,447 shares, or approximately 65%, were represented at the meeting in person or by proxy, constituting a quorum. The number of votes cast for or against, as well as abstentions in respect of the proposal is set forth below.

The Company's stockholders voted to approve the amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock, par value \$0.01 per share, from 100,000,000 shares to 150,000,000 shares. The votes regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining
41,605,113	6,046,627	17,707

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.

Dated: November 16, 2016 By: /s/ RICHARD S. EISWIRTH, JR.

Name: Richard S. Eiswirth, Jr.

Title: President and Chief Financial Officer

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1">Reporting Owner Name / AddressRelationships Director 10% Owner Officer OtherGarland Greg C.

2331 CITYWEST BLVD.

HOUSTON, TX 77042 X Chairman and CEO

Signatures

Grant F. Adamson, Attorney-in-Fact (By Power of Attorney filed with the Commission on April 12, 2012)

04/05/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Lapsing of restrictions on Performance Stock Units.

(2) Restricted Stock Units settle for shares of Phillips 66 common stock on a 1-for-1 basis on the third anniversary of the grant provided performance criteria are met.

(3) Includes shares acquired through on-going acquisitions under 401(k) plan and/or routine dividend transactions that are exempt under rule 16a-1.

(4) Performance Stock Units (PSUs) settle for shares of Phillips 66 common stock on a 1-for-1 basis at the end of the escrow period. The escrow period ends on the earliest to occur of: (a) five years; (b) termination of employment as a result of layoff; (c) termination of employment after attainment of age 55 with five years of service; (d) termination of employment due to death or total disability; or (e) termination of employment following a change in control. The PSUs will be forfeited if the reporting person separates from service prior to the end of the escrow period for any reason other than those listed above. During the escrow period, the reporting person may not dispose of PSUs. The reporting person may also elect to defer settlement of PSUs until a later date.

(5) The Performance Stock Units do not have an expiration date.

(6) The stock options became exercisable in three equal annual installments beginning February 9, 2013.

(7) The stock options become exercisable in three equal annual installments beginning February 7, 2014.

(8) The stock options become exercisable in three equal annual installments beginning February 6, 2015.

(9) The stock options become exercisable in three equal annual installments beginning February 3, 2016.

(10) The stock options become exercisable in three equal annual installments beginning February 2, 2017.

(11) The stock options became exercisable in three equal annual installments beginning February 7, 2017.

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(12) The shares of phantom stock convert to Phillips 66 stock on a 1-for-1 basis.

The shares of phantom stock were acquired under a Defined Contribution Makeup Plan providing for settlement upon termination of employment, subject to possible deferred payment in certain circumstances. The reporting of this transaction is not an acknowledgment that it is not an exempt transaction under an Excess Benefit Plan pursuant to Rule 16b-3(c).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.