

ALDER BIOPHARMACEUTICALS INC
 Form 3
 May 07, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * JAGGERS JOHN V (Last) (First) (Middle) C/O SEVIN ROSEN FUNDS, 13455 NOEL ROAD, SUITE 1670 (Street) DALLAS, TX 75240 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/07/2014	3. Issuer Name and Ticker or Trading Symbol ALDER BIOPHARMACEUTICALS INC [ALDR]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	2,226,172	\$ (1)	I	See Footnote (2) (6)
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,776,222	\$ (1)	I	See Footnote (3) (6)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	925,925	\$ (1)	I	See Footnote (4) (7)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	265,117	\$ (1)	I	See Footnote (5) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAGGERS JOHN V C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
BAYLESS JON W C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
DOMENIK STEPHEN L C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
KIMZEY JACKIE R SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
McLean David J. C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
OXAAL JOHN T C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
SCHUELE ALAN R C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â

STURIALE NICHOLAS G
 C/O SEVIN ROSEN FUNDS
 13455 NOEL ROAD, SUITE 1670
 DALLAS, TX 75240

Signatures

John V. Jagers	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Jon W. Bayless	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Jackie R. Kimzey	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For David J. McLean	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For John T. Oxaal	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Alan R. Schuele	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Nicholas G. Sturiale	05/07/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converts into Common Stock on a 1-for-5.5 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.

(2) Total Series A Preferred shares of 2,226,172 represents 2,176,903 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX"), 43,293 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF") and 5,976 shares owned directly by Sevin Rosen Bayless Management Company ("SRBMC"). SRB Associates IX L.P. ("SRBAIX") is the general partner of SRFIX and SRIX AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

(3) Total Series B Preferred shares of 1,776,222 represents 1,739,149 shares owned directly by SRFIX, 34,587 shares owned directly by SRIX AFF and 2,486 shares owned directly by SRBMC. SRBAIX is the general partner of SRFIX and SRIX AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

(4) Total Series C Preferred shares of 925,925 represents 907,870 shares owned directly by SRFIX, and 18,055 shares owned directly by SRIX AFF. SRBAIX is the general partner of SRFIX and SRIX AFF, and in that capacity has shared voting and dispositive power over

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such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

- Total Series D Preferred shares of 265,117 represents 259,948 shares directly owned by SRFIX, and 5,169 shares directly owned by
- (5) SRIX AFF. SRBAIX is the general partner of SRFIX and SRIX AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

- John V. Jagers ("Jagers"), Jon W. Bayless ("Bayless"), Stephen L. Domenik ("Domenik"), Jackie R. Kimzey ("Kimzey"), David J. McLean ("McLean"), John T. Oxaal ("Oxaal") and Nicholas G. Schuele (Sturiale"), are members of the general partner of SRBAIX, the
- (6) general partner of SRFIX and SRIX AFF, and as members are deemed to have shared voting and dispositive power of the shares and disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares. Jagers, Bayless, Domenik, Kimzey, McLean, Oxaal, Schuele and Sturiale are directors of SRBMC and are deemed to have shared voting and dispositive power of these shares and disclaim beneficial ownership with no pecuniary interest in these shares.

- Jagers, Bayless, Domenik, Kimzey, McLean, Oxaal, Schuele and Sturiale are members of the general partner of SRBAIX, the general
- (7) partner of SRFIX and SRIX AFF, and as members are deemed to have shared voting and dispositive power of the shares and disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares.

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

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