

ALDER BIOPHARMACEUTICALS INC
 Form 4
 May 15, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 SRB Associates IX L.P.

2. Issuer Name and Ticker or Trading Symbol
 ALDER BIOPHARMACEUTICALS INC [ALDR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 13455 NOEL ROAD, SUITE 1670
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2014

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

DALLAS, TX 75240
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/13/2014		C		5,184,974	A	Ⓛ
					5,184,974	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(1)	05/13/2014		C	2,220,196	(1)	(1)	Common Stock	2,220,196
Series B Preferred Stock	(1)	05/13/2014		C	1,773,736	(1)	(1)	Common Stock	1,773,736
Series C Preferred Stock	(1)	05/13/2014		C	925,925	(1)	(1)	Common Stock	925,925
Series D Preferred Stock	(1)	05/13/2014		C	265,117	(1)	(1)	Common Stock	265,117

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRB Associates IX L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		
Sevin Rosen Fund IX L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		
Sevin Rosen IX Affiliates Fund L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		

Signatures

John V. Jagers, Attorney-In-Fact For SRB Associates IX L.P.	05/15/2014
**Signature of Reporting Person	Date
John V. Jagers, Attorney-In-Fact For Sevin Rosen Fund IX L.P.	05/15/2014
**Signature of Reporting Person	Date
John V. Jagers, Attorney-In-Fact For Sevin Rosen IX Affiliates Fund L.P.	05/15/2014
**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) Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically converted into Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.

(2) Total Common Shares of 5,184,974 represents 5,083,870 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX") and 101,104 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF"). 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 A Preferred shares of 2,220,196 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"). 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.

(4) Total Series B Preferred shares of 1,773,736 represents 1,739,149 shares owned directly by SRFIX 34,587 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 such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

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

(6) Total Series D Preferred shares of 265,117 represents 259,948 shares owned directly by SRFIX and 5,169 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 such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

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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