

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Delphi Management Partners VII, L.L.C.		(Month/Day/Year)	ALDER BIOPHARMACEUTICALS INC [ALDR]	
(Last)	(First)	05/07/2014		
(Middle)			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O DELPHI VENTURES,Â 3000 SAND HILL RD., BLDG. 1, SUITE 135		(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
MENLO PARK,Â CAÂ 94025		<input type="checkbox"/> Officer		<input type="checkbox"/> Other
(City)	(State)	(Zip)	(specify below)	
				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

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	2,083,541	\$ (1)	I	By Delphi Ventures VII, L.P. (2)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	380,353	\$ (1)	I	By Delphi Ventures VII, L.P. (2)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	20,835	\$ (1)	I	By Delphi BioInvestments VII, L.P. (3)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	3,803	\$ (1)	I	By Delphi BioInvestments VII, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Delphi Management Partners VII, L.L.C. C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG. 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
DELPHI VENTURES VII L P 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
DELPHI BIOINVESTMENTS VII LP 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
ROEDER DOUGLAS A C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG., SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
DOUGLASS DAVID L C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG. 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
BOCHNOWSKI JAMES J C/O DELPHI VENTURES 3000 SAND HILL RD., BLDG. 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
PAKIANATHAN DEEPIKA C/O DELPHI VENTURES	Â X	Â X	Â	Â

3000 SAND HILL RD., BLDG 1, SUITE 135
MENLO PARK, CA 94025

Signatures

By: /s/ Matthew T. Potter, Attorney-in-Fact for: Delphi Management Partners VII, L.L.C.
Delphi Ventures VII, L.P. Delphi BioInvestments VII, L.P. Deepika R. Pakianathan Douglas
A. Roder David L. Douglass James J. Bochnowski

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) The preferred stock is convertible at any time, at the holder's election, and has no expiration date. The preferred stock will automatically convert into common stock on a 1-to-1 basis upon closing of the initial public offering of the issuer.

The reported securities are directly owned by Delphi Ventures VII, L.P. ("DV VII"). Delphi Management Partners VII, L.L.C. ("DMP VII") is the general partner of DV VII and may be deemed to have sole voting and dispositive power over the securities held by DV VII.

- (2) Douglas A. Roeder, James J. Bochnowski, David L. Douglass and Deepika R. Pakianathan, Ph.D. are the managing members of DMP VII and may be deemed to share voting and dispositive power over the securities held by DV VII. Such persons and entities disclaim beneficial ownership of the securities held by DV VII, except to the extent of any pecuniary interest therein.

The reported securities are directly owned by Delphi BioInvestments VII, L.P. ("DBI VII"). DMP VII is the general partner of DBI VII and may be deemed to have sole voting and dispositive power over the securities held by DBI VII. Douglas A. Roeder, James J.

- (3) Bochnowski, David L. Douglass and Deepika R. Pakianathan, Ph.D. are the managing members of DMP VII and may be deemed to share voting and dispositive power over the securities held by DBI VII. Such persons and entities disclaim beneficial ownership of the securities held by DBI VII, except to the extent of any pecuniary interest therein.

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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