

ALDER BIOPHARMACEUTICALS INC
 Form 3
 May 07, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 SRB Associates IX L.P.		(Month/Day/Year)	ALDER BIOPHARMACEUTICALS INC [ALDR]	
(Last)	(First)	(Middle)	05/07/2014	
13455 NOEL ROAD, SUITE 1670			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS,Â TXÂ 75240			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series B Preferred Stock	Â (1)	Â (1)	Common Stock	2,220,196	\$ (1)	I	See Footnote (2)
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,773,736	\$ (1)	I	See Footnote (3)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	925,925	\$ (1)	I	See Footnote (4)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	265,117	\$ (1)	I	See Footnote (5)

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	Â	Â X	Â	Â
Sevin Rosen Fund IX L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
Sevin Rosen IX Affiliates Fund L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â

Signatures

John V. Jagers, As Attorney-In-Fact For SRB Associates IX L.P.	05/07/2014
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Sevin Rosen Fund IX L.P.	05/07/2014
__Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Sevin Rosen IX Affiliates Fund L.P.	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 2,220,196 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.
- (3) 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

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

Total Series C Preferred shares of 925,925 represents 907,870 shares owned directly by SRFIX and 18,055 shares owned directly by

(4) 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.

Total Series D Preferred shares of 265,117 represents 259,948 shares owned directly by SRFIX and 5,169 shares owned directly by SRIX

(5) 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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