

ALDER BIOPHARMACEUTICALS INC

Form 4

May 15, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOW STEPHEN M

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)

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

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**C/O SEVIN ROSEN FUNDS, 13455
NOEL ROAD, SUITE 1670**

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

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

DALLAS, TX 75240

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/13/2014		C		5,458,554	A	<u>1</u>
					5,458,554	I	

See
Footnote
(2)

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

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

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		2,226,172		(1)	(1)	Common Stock	2,226,172
Series B Preferred Stock	(1)	05/13/2014		C		1,776,222		(1)	(1)	Common Stock	1,776,222
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		530,235		(1)	(1)	Common Stock	530,235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	X	X		

Signatures

John V. Jaggers, As Attorney-In-Fact For Stephen M.
Dow 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).

- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically
- (1) 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 5,458,554 represents 5,083,870 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX"), 101,104 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("SRIX AFF"), 8,462 shares owned directly by Sevin Rosen Bayless Management Company ("SRBMC") and 265,118 shares owned directly by the Dow Family Trust the ("Dow Trust"). Reporting person is a member of the general partner of SRBIX, the general partner of SRFIX and SRIX AFF, and as a member is deemed to have shared voting and dispositive power of the shares held directly by SRFIX and SRIX AFF, and disclaims beneficial ownership except to the extent of his proportionate interest in these shares. Reporting person is a director of SRBMC and is deemed to have shared voting and dispositive

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power of these shares and disclaims beneficial ownership with no pecuniary interest in these shares. Reporting person is a trustee of the Dow Trust.

- (3) Total Series A Preferred shares of 2,226,172 represents 2,176,903 shares owned directly by SRFIX, 43,293 shares owned directly by SRIX AFF and 5,976 shares owned directly by SRBMC. Reporting person is a member of the general partner of SRBAX, the general partner of SRFIX and SRIX AFF, and as a member is deemed to have shared voting and dispositive power of these shares and disclaims beneficial ownership of these shares except to the extent of his proportionate interest in these shares. Reporting person is a director of SRBMC and is deemed to have shared voting and dispositive power of these shares and disclaim beneficial ownership with no pecuniary interest in these shares.

- (4) 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. Reporting person is a member of the general partner of SRBAX, the general partner of SRFIX and SRIX AFF, and as a member is deemed to have shared voting and dispositive power of these shares and disclaims beneficial ownership of these shares except to the extent of his proportionate interest in these shares. Reporting person is a director of SRBMC and is deemed to have shared voting and dispositive power of these shares and disclaim beneficial ownership with no pecuniary interest in these shares.

- (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. Reporting person is a member of the general partner of SRBAIX, the general partner of SRFIX and SRIX AFF, and as a member is deemed to have shared voting and dispositive power of these shares and disclaims beneficial ownership of these shares except to the extent of his proportionate interest in these shares.

- (6) Total Series D Preferred shares of 530,235 represents 259,948 shares owned directly by SRFIX, 5,169 shares owned directly by SRIX AFF, and 265,118 shares owned directly by the Dow Trust. Reporting Person is a member of SRBAIX, the general partner of SRBIX and SRIX AFF, and as a member is deemed to have shared voting and dispositive power of these shares and disclaims beneficial ownership of these shares except to the extent of his proportionate interest in these shares. Reporting person is a trustee of the Dow Trust.

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.