

ALDER BIOPHARMACEUTICALS INC

Form 4

May 21, 2015

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 *
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)
13355 NOEL ROAD, SUITE 1350
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2015

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

DALLAS, TX 75240

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/19/2015		S		1,136,100 (1)	\$ 37.0213 (2)	4,048,874 I See Footnote (3)

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

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information contained in this form are not
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRB Associates IX L.P. 13355 NOEL ROAD SUITE 1350 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. 05/20/2015

**Signature of Reporting Person

Date _____

John V. Jagers, Attorney-In-Fact For Sevin Rosen Fund IX L.P. 05/20/2015

**Signature of Reporting Person

Date _____

John V. Jaggars, Attorney-In-Fact For Sevin Rosen IX Affiliates Fund L.P. 05/20/2015

 **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) Represents 1,136,100 Common Shares sold directly by Sevin Rosen Fund IX L.P. pursuant to Rule 144 under the Securities Act of 1933, as amended.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.00 to \$39.80, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

- (3) Total Common Shares of 4,048,874 represents 3,947,770 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.

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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