

ALDER BIOPHARMACEUTICALS INC  
 Form 4  
 June 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
 06/04/2015

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ 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  
 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	06/04/2015		J <sup>(1)</sup>		2,024,483	D	\$ 0
					2,024,483	I	<sup>(2)</sup>
Common Stock	06/04/2015		J <sup>(1)</sup>		46	A	\$ 0
					46	D	<sup>(3)</sup>

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.**

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

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 Transaction (Instr. 5)
				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. 13355 NOEL ROAD, SUITE 1350 DALLAS, TX 75240		X		
Sevin Rosen IX Affiliates Fund L.P. 13355 NOEL ROAD, SUITE 1350 DALLAS, TX 75240		X		

## Signatures

John V. Jagers, Attorney-In-Fact	06/05/2015
**Signature of Reporting Person	Date
John V. Jagers, Attorney-In-Fact	06/05/2015
**Signature of Reporting Person	Date
John V. Jagers, Attorney-In-Fact	06/05/2015
**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 a pro rata in-kind distribution, without additional consideration, of 1,973,885 shares of Common Stock of the Issuer by Sevin Rosen Fund IX L.P. and 50,552 shares of Common Stock of the Issuer by Sevin Rosen IX Affiliates Fund L.P.  

Total Common Shares of 2,024,483 represents 46 shares owned directly by SRB Associates IX L.P. ("SRBAIX"), 1,973,885 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX") and 50,552 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("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.
- (2) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution, without additional consideration, of Common Stock of the Issuer. Shares are held directly by SRBAIX.
- (3) Represents the receipt of shares of Common Stock of the Issuer by virtue of the pro rata in-kind distribution, without additional consideration, of Common Stock of the Issuer. Shares are held directly by SRBAIX.

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.