

ALDER BIOPHARMACEUTICALS INC

Form 4

June 08, 2015

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

OMB APPROVAL

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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 SECURITIESFiled 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 *
JAGGERS JOHN V2. 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)
C/O SEVIN ROSEN FUNDS, 13355
NOEL ROAD, SUITE 13503. Date of Earliest Transaction
(Month/Day/Year)
06/04/2015____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)(Street)
DALLAS, TX 752404. 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/04/2015		J ⁽¹⁾		4,547 A \$ 0 4,547 ⁽²⁾	D	
Common Stock	06/04/2015		J ⁽¹⁾		1,392 A \$ 0 1,392 ⁽³⁾	D	
Common Stock	06/04/2015		J ⁽¹⁾		3,664 A \$ 0 3,664 ⁽⁴⁾	D	
Common Stock	06/04/2015		J ⁽¹⁾		3,664 A \$ 0 3,664 ⁽⁵⁾	D	
Common Stock	06/04/2015		J ⁽¹⁾		2,782 A \$ 0 2,782 ⁽⁶⁾	D	

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Common Stock	06/04/2015	J ⁽¹⁾	2,340	A	\$ 0	2,340 ⁽⁷⁾	D	
Common Stock	06/04/2015	J ⁽¹⁾	4,547	A	\$ 0	4,547 ⁽⁸⁾	D	
Common Stock	06/04/2015	J ⁽¹⁾	2,340	A	\$ 0	2,340 ⁽⁹⁾	D	
Common Stock						2,024,483 ⁽¹⁰⁾	I	See Footnote (10)

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

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(9-02)

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
JAGGERS JOHN V C/O SEVIN ROSEN FUNDS 13355 NOEL ROAD, SUITE 1350 DALLAS, TX 75240		X		
BAYLESS JON W C/O SEVIN ROSEN FUNDS 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		

DOMENIK STEPHEN L
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

KIMZEY JACKIE R
SEVIN ROSEN FUNDS
13355 NOEL ROAD, SUITE 1350
DALLAS, TX 75240

X

McLean David J.
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

OXAAL JOHN T
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

SCHUELE ALAN R
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

STURIALE NICHOLAS G
C/O SEVIN ROSEN FUNDS
13455 NOEL ROAD, SUITE 1670
DALLAS, TX 75240

X

Signatures

John V. Jagers 06/05/2015

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Jon W. Bayless 06/05/2015

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Stephen L. Domenik 06/05/2015

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Jackie R. Kimzey 06/05/2015

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For David J. McLean 06/05/2015

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For John T. Oxaal 06/05/2015

__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Alan R. Schuele 06/05/2015

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__Signature of Reporting Person

Date

John V. Jagers, As Attorney-In-Fact For Nicholas G. Sturiale

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.
- (2) Represents the receipt of shares by John V. Jagers ("Jagers") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (3) Represents the receipt of shares by Jon W. Bayless ("Bayless") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (4) Represents the receipt of shares by Stephen L. Domenik ("Domenik") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (5) Represents the receipt of shares by Jackie R. Kimzey ("Kimzey") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (6) Represents the receipt of shares by David J. McLean ("McLean") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (7) Represents the receipt of shares by John T. Oxaal ("Oxaal") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (8) Represents the receipt of shares by Alan R. Schuele ("Schuele") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (9) Represents the receipt of shares by Nicholas G. Sturiale ("Sturiale") of Common Stock of the Issuer by virtue of the pro rata in-kind distribution described in footnote (1) above.
- (10) 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. Jagers, Bayless, Domenik, Kimzey, McLean, Oxaal, Schuele and Sturiale are members of the general partner of SRBAIX, and as members are deemed to have shared voting and dispositive power of the shares and disclaim beneficial ownership of these shares except to the extent of his proportionate interest in these shares.

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.