

ALDER BIOPHARMACEUTICALS INC

Form 4

June 08, 2015

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

OMB APPROVAL

OMB
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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 *
DOW STEPHEN M2. 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, 13355
NOEL ROAD, SUITE 1350**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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/04/2015		J ⁽¹⁾		8,962	A	\$ 0	2,298,563 ⁽²⁾	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
DOW STEPHEN M C/O SEVIN ROSEN FUNDS 13355 NOEL ROAD, SUITE 1350 DALLAS, TX 75240	X	X		

Signatures

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

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 2,298,563 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"), and 274,080 shares owned directly by The Dow Family Trust the ("Dow Trust"). Reporting person is a member of the
- (2) 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 the shares held by SRFIX and SRIX AFF, and disclaims beneficial ownership 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.