

ALDER BIOPHARMACEUTICALS INC

Form 4

August 13, 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)
08/11/2015

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

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)
Common Stock	08/11/2015		S	115,358	D \$ 40.4026 (1)	1,909,079	I See Footnote (2)
Common Stock	08/12/2015		S	97,109	D \$ 40.0314 (3)	1,811,970	I See Footnote (4)
Comon Stock	08/12/2015		J(5)	1,795,752	D \$ 0	16,218	I See Footnote (6)
Common Stock	08/12/2015		J(5)	42 (7)	A \$ 0	88	D

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

SEC 1474
(9-02)

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 Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRB Associates IX L.P. 13355 NOEL ROAD SUITE 1350 DALLAS, TX 75240				Affiliate
Sevin Rosen Fund IX L.P. 13355 NOEL ROAD, SUITE 1350 DALLAS, TX 75240				Affiliate
Sevin Rosen IX Affiliates Fund L.P. 13355 NOEL ROAD, SUITE 1350 DALLAS, TX 75240				Affiliate

John V. Jagers, Attorney-In-Fact For SRB Associates IX L.P.	08/13/2015
__Signature of Reporting Person	Date
John V. Jagers, Attorney-In-Fact For Sevin Rosen Fund IX L.P.	08/13/2015
__Signature of Reporting Person	Date
John V. Jagers, Attorney-In-Fact For Sevin Rosen IX Affiliates Fund L.P.	08/13/2015

__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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$41.90 to \$40.00 inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities And Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) Total Common Shares of 1,909,079 represents 1,860,948 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX") and 48,131 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("SRFIX 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.

(3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$40.26 to \$40.00 inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities And Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(4) Total Common Shares of 1,811,970 represents 1,765,877 shares owned directly by SRFIX and 46,093 shares owned directly by SRFIX 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.

(5) Represents a pro-rata in-kind distribution, without additional consideration, of 1,750,000 shares of Common Stock of the Issuer by SRFIX and 45,752 shares of Common Stock of the Issuer by SRIXAFF.

(6) Total Common Shares of 16,218 represents 15,877 shares owned directly by SRFIX and 341 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.

(7) Represents the receipt of shares by SRBAIX of Common Stock of the Issuer by virtue of the pro-rata in-kind distribution described in footnote (5) above.

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.