

ALDER BIOPHARMACEUTICALS INC

Form 3

May 07, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Novo A/S

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/07/2014

3. Issuer Name **and** Ticker or Trading Symbol

ALDER BIOPHARMACEUTICALS INC [ALDR]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

SEE REMARKS

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

TUBORG HAVNEVEJ 19

(Street)

HELLERUP,Â G7Â 2900

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expir
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

SERIES D PREFERRED STOCK	Â (1)	Â (1)	COMMON STOCK	2,651,183 (1)	\$ (1)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Novo A/S TUBORG HAVNEVEJ 19 HELLERUP,Â G7Â 2900	Â	Â X	Â	SEE REMARKS

Signatures

/s/ Thorkil Kastberg
Christensen

05/07/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of Series D Preferred Stock (the "Preferred Stock") as adjusted to reflect the 1-for-5.5 reverse stock split effected by the Issuer on April 9, 2014. The Preferred Stock has no expiration date and is convertible at any time, at the holder's election on a 1-for-1 basis. Upon the closing of the Issuer's initial public offering, the Preferred Stock will automatically convert into shares of the Issuer's Common Stock on a 1-for-1 basis.

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Remarks:

NovoÂ A/SÂ isÂ aÂ DanishÂ limitedÂ liabilityÂ company.Â Â TheÂ boardÂ ofÂ directorsÂ ofÂ NovoÂ A/SÂ (theÂ "Novo

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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