

ALDER BIOPHARMACEUTICALS INC

Form 4

May 15, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ventures West 8 Limited Partnership

(Last) (First) (Middle)

C/O FIVE CORNERS
CAPITAL, 700 W. GEORGIA
STREET, SUITE 2500

(Street)

VANCOUVER, A1 V7Y1B3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ALDER BIOPHARMACEUTICALS
INC [ALDR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	05/13/2014		C	3,219,528	A	11	3,219,528 D
Common Stock	05/13/2014		P	250,000	A	\$ 10	3,469,528 D

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

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information contained in this form are not
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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	05/13/2014		C	1,027,668	<u>(1)</u> <u>(1)</u>	Common Stock 1,027,66
Series B Preferred Stock	<u>(1)</u>	05/13/2014		C	853,146	<u>(1)</u> <u>(1)</u>	Common Stock 853,146
Series C Preferred Stock	<u>(1)</u>	05/13/2014		C	841,750	<u>(1)</u> <u>(1)</u>	Common Stock 841,750
Series D Preferred Stock	<u>(1)</u>	05/13/2014		C	496,964	<u>(1)</u> <u>(1)</u>	Common Stock 496,964

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ventures West 8 Limited Partnership C/O FIVE CORNERS CAPITAL 700 W. GEORGIA STREET, SUITE 2500 VANCOUVER, A1 V7Y1B3	X

Signatures

/s/ Claudia LaFollette, Attorney-in-Fact for Ventures West 8 Limited Partnership

05/15/2014

__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 preferred stock converted into common stock on a 1-for-1 basis upon the closing of the issuer's initial public offering and had no expiration date.

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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