

ALDER BIOPHARMACEUTICALS INC
Form 4
August 13, 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 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 M

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)
C/O SEVIN ROSEN FUNDS, 13355 NOEL ROAD, SUITE 1350
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2015

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

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
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/11/2015		S	115,358	D \$ 40.4026 (1)	2,183,205	I See Footnote (2)
Common Stock	08/12/2015		S	97,109	D \$ 40.0314 (3)	2,086,096	I See Footnote (4)
Common Stock	08/12/2015		J(5)	1,795,752	D \$ 0	290,344	I See Footnote (6)
Common	08/12/2015		J(5)	8,110 (7)	A \$ 0	298,454	I See

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- (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 2,183,205 represents 46 shares owned directly by SRB Associates IX L.P. ("SRBAIX"), 1,860,948 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX"), 48,131 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("SRFIX AFF") and 274,080 shares owned directly by The Dow Family Trust the ("Dow Trust"). Reporting person is a member of the general partner of SRBAIX, the general partner of 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.

- (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 2,086,096 represents 46 shares owned directly by SRBAIX, 1,765,877 shares owned directly by SRFIX, 46,093 shares owned directly by SRFIX AFF, and 274,080 shares owned directly by The Dow Family Trust the ("Dow Trust"). Reporting person is a member of the general partner of SRBAIX, the general partner of 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.

- (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 290,344 represents 46 shares owned by SRB Associates IX L.P., 15,877 shares owned directly by SRFIX, 341 shares owned directly by SRIX AFF, and 274,080 shares owned directly by The Dow Family Trust the ("Dow Trust"). Reporting person is a member of the general partner of SRBAIX, the general partner of 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.

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

- (8) Total Common Shares of 298,454 represents 46 shares owned by SRB Associates IX L.P., 15,877 shares owned directly by SRFIX, 341 shares owned directly by SRIX AFF, and 282,190 shares owned directly by The Dow Family Trust the ("Dow Trust"). Reporting person is a member of the general partner of SRBAIX, the general partner of 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.

- (9) 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.

- (10) Total Common Shares of 298,496 represents 88 shares owned by SRB Associates IX L.P., 15,877 shares owned directly by SRFIX, 341 shares owned directly by SRIX AFF, and 282,190 shares owned directly by The Dow Family Trust the ("Dow Trust"). Reporting person is a member of the general partner of SRBAIX, the general partner of 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.