

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 \*

SRB Associates IX L.P.

(Last) (First) (Middle)

13455 NOEL ROAD, SUITE  
1670

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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 \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. 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  
ExercisableExpiration  
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)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

(Instr. 5)

Series B Preferred Stock	Â (1)	Â (1)	Common Stock	2,220,196	\$ (1)	I	See Footnote (2)
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	1,773,736	\$ (1)	I	See Footnote (3)
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	925,925	\$ (1)	I	See Footnote (4)
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	265,117	\$ (1)	I	See Footnote (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRB Associates IX L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
Sevin Rosen Fund IX L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â
Sevin Rosen IX Affiliates Fund L.P. 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240	Â	Â X	Â	Â

## Signatures

John V. Jagers, As Attorney-In-Fact For SRB Associates IX L.P.	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Sevin Rosen Fund IX L.P.	05/07/2014
**Signature of Reporting Person	Date
John V. Jagers, As Attorney-In-Fact For Sevin Rosen IX Affiliates Fund L.P.	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).
- Each share of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock automatically
- (1) converts into Common Stock on a 1-for- 5.5 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.
- Total Series A Preferred shares of 2,220,196 represents 2,176,903 shares owned directly by Sevin Rosen Fund IX L.P. ("SRFIX") 43,293 shares owned directly by Sevin Rosen IX Affiliates Fund L.P. ("SRIX 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.
- (2)
- (3) Total Series B Preferred shares of 1,773,736 represents 1,739,149 shares owned directly by SRFIX 34,587 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

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such shares. SRBAIX disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

Total Series C Preferred shares of 925,925 represents 907,870 shares owned directly by SRFIX and 18,055 shares owned directly by

(4) 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.

Total Series D Preferred shares of 265,117 represents 259,948 shares owned directly by SRFIX and 5,169 shares owned directly by SRIX

(5) 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.

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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