

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 \*H.I.G. Venture Partners II,  
L.P.

(Last) (First) (Middle)

C/O H.I.G. CAPITAL, 1450  
BRICKELL, 31ST FLOOR

(Street)

MIAMI, FL 33131

(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 of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	1,342,657	\$ (1)	D (2)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	404,040	\$ (1)	D (2)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	318,884	\$ (1)	D (2)	Â
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	335,664	\$ (1)	D (3)	Â
Series C Preferred Stock	Â (1)	Â (1)	Common Stock	101,010	\$ (1)	D (3)	Â
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	79,721	\$ (1)	D (3)	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
H.I.G. Venture Partners II, L.P. C/O H.I.G. CAPITAL 1450 BRICKELL, 31ST FLOOR MIAMI, FL 33131	Â	Â X	Â	Â
H.I.G. Ventures - Alder, LLC C/O H.I.G. CAPITAL 1450 BRICKELL AVENUE, 31ST FLOOR MIAMI, FL 33131	Â	Â X	Â	Â

## Signatures

/s/ H.I.G. Venture Partners II, L.P. /s/ H.I.G. Ventures - Alder, LLC

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) The preferred stock is convertible at any time, at the holder's election, and has no expiration date. The preferred stock will automatically convert into common stock on a 1-to-1 basis upon closing of the initial public offering of the issuer.

(2) H.I.G. Venture Advisors, II LLC is the general partner of H.I.G. Venture Partners II, L.P., and has sole voting and investment power with respect to the shares held by H.I.G. Venture Partners II, L.P. H.I.G. Venture Advisors, II LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(3) H.I.G.-GP II, Inc. is the manager of H.I.G. Ventures - Alder, LLC, and has shared voting and dispositive power with respect to the shares held by H.I.G. Ventures - Alder, LLC. H.I.G.-GP II, Inc. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. Sami Mnaymneh and Anthony Tamer, the co-presidents, directors, and sole shareholders of H.I.G.-GP II, Inc., have shared voting and dispositive power with respect to the shares held by H.I.G. Ventures - Alder, LLC, but disclaim beneficial

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ownership of such shares except to the extent of their pecuniary interests therein.

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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