

ALDER BIOPHARMACEUTICALS INC
 Form 3
 May 07, 2014

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

OMB APPROVAL

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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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
H.I.G. Venture Partners II, L.P.			(Month/Day/Year)	ALDER BIOPHARMACEUTICALS INC [ALDR]	
(Last)	(First)	(Middle)	05/07/2014		
C/O H.I.G. CAPITAL, 1450 BRICKELL, 31ST FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		
MIAMI, FL 33131			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (1) (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.-GPII, 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.-GPII, 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.-GPII, 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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