

ALDER BIOPHARMACEUTICALS INC
Form SC 13G/A
February 13, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),

(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Alder BioPharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

014339105

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 15 Pages
Exhibit Index on Page 13

CUSIP NO. 014339105 13 G Page 2 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delphi Ventures VII, L.P. ("DV VII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

2,810,429 shares, except that Delphi Management Partners VII, L.L.C. ("DMP VII"), the general partner of DV VII, may be deemed to have sole power to vote these shares, and James J.

SHARES

5 Bochnowski ("Bochnowski"), David L. Douglass ("Douglass"), Douglas A. Roeder ("Roeder"), and Deepika R. Pakianathan, Ph.D. ("Pakianathan"), the managing members of DMP VII, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

BENEFICIALLY SOLE DISPOSITIVE POWER

7 2,810,429 shares, except that DMP VII, the general partner of DV VII, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VII, may be deemed to have shared power to dispose of these shares.

OWNED BY EACH

REPORTING

8 SHARED DISPOSITIVE POWER

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

J,810,429

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON

12

PN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delphi BioInvestments VII, L.P. ("DBI VII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

5 28,103 shares, except that DMP VII, the general partner of DBI VII, may be deemed to have sole power to vote these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VII, may be deemed to have shared power to vote these shares.

SHARES SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

7 28,103 shares, except that DMP VII, the general partner of DBI VII, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VII, may be deemed to have shared power to dispose of these shares.

OWNED BY EACH

REPORTING SHARED DISPOSITIVE POWER

8 See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

J8,103

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

0.0%

TYPE OF REPORTING PERSON

12

PN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Delphi Management Partners VII, L.L.C. ("DMP VII")

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. DMP VII, the general partner of DV VII and DBI VII, may be deemed to have sole power to vote these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VII, may be deemed to have shared power to vote these shares.

SHARES

6 SHARED VOTING POWER

See response to row 5.

BENEFICIALLY

SOLE DISPOSITIVE POWER

2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. DMP VII, the general partner of DV VII and DBI VII, may be deemed to have sole power to dispose of these shares, and Bochnowski, Douglass, Roeder and Pakianathan, the managing members of DMP VII, may be deemed to have shared power to dispose of these shares.

OWNED BY EACH

REPORTING

8 SHARED DISPOSITIVE POWER

See response to row 7.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

J,838,532

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON

12

OO

CUSIP NO. 014339105 13 G Page 5 of 15 Pages

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James J. Bochnowski

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER

0 shares

SHARED VOTING POWER

SHARES

6 2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Bochnowski is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

BENEFICIALLY

OWNED BY EACH

SHARED DISPOSITIVE POWER

REPORTING

8 2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Bochnowski is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,838,532

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 014339105 13 G Page 6 of 15 Pages

NAME OF REPORTING
1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David L. Douglass

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER

0 shares

SHARED VOTING POWER

SHARES 6 2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Douglass is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares

BENEFICIALLY

OWNED BY
EACH

8 SHARED DISPOSITIVE POWER

REPORTING 2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Douglass is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,838,532

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON

12

IN

CUSIP NO. 014339105 13 G Page 7 of 15 Pages

NAME OF REPORTING
1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Douglas A. Roeder

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares

SHARES 6 SHARED VOTING POWER
2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Roeder is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
0 shares

BENEFICIALLY

OWNED BY
EACH

REPORTING 8 SHARED DISPOSITIVE POWER
2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Roeder is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,838,532

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON

12

IN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Deepika R. Pakianathan, Ph.D.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S. Citizen

NUMBER OF

SOLE VOTING POWER

521,350 shares, which are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2017.

SHARES

6 SHARED VOTING POWER

2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Pakianathan is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

BENEFICIALLY

721,350 shares, which are issuable pursuant to outstanding options exercisable within 60 days of December 31, 2017.

OWNED BY

EACH

8 SHARED DISPOSITIVE POWER

REPORTING

2,838,532 shares, of which 2,810,429 are directly owned by DV VII and 28,103 are directly owned by DBI VII. Pakianathan is a managing member of DMP VII, the general partner of DV VII and DBI VII, and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

J,859,882

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11

4.2%

TYPE OF REPORTING PERSON

12

IN

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This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by DV VII, DBI VII, DMP VII, Bochnowski, Douglass, Roeder and Pakianathan (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER:
Alder BioPharmaceuticals, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
11804 North Creek Parkway South
Bothell, WA 98011

NAME OF PERSONS FILING:

ITEM 2(A). This statement is filed by Delphi Ventures VII, L.P., a Delaware limited partnership ("DV VII"), Delphi BioInvestments VII, L.P., a Delaware limited partnership ("DBI VII"), Delphi Management Partners VII, L.L.C., a Delaware limited liability company ("DMP VII") and the general partner of DV VII and DBI VII, and James J. Bochnowski ("Bochnowski"), David L. Douglass ("Douglass"), Douglas A. Roeder ("Roeder") and Deepika R. Pakianathan, Ph.D. ("Pakianathan"), the managing members of DMP VII. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

DMP VII is the general partner of DV VII and DBI VII and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DV VII and DBI VII. Bochnowski, Douglass, Roeder and Pakianathan are the managing members of DMP VII and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by DV VII and DBI VII.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Delphi Ventures
160 Bovet Rd., #408
San Mateo, CA 94402

CITIZENSHIP:

ITEM

2(C) DV VII and DBI VII are Delaware limited partnerships. DMP VII is a Delaware limited liability company. Bochnowski, Douglass, Roeder and Pakianathan are United States citizens.

ITEM 2(D) AND ITEM 2(E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:

Common Stock, \$0.0001 par value
CUSIP # 014339105

ITEM 3.

Not Applicable.

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OWNERSHIP:

ITEM

4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

ITEM

5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

ITEM 6.

Please see Item 5.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

ITEM

7.

Not applicable.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

ITEM 8.

Not applicable.

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ITEM 9.

NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10.

CERTIFICATION:

Not applicable.

-

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-

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2018

Entities:

DELPHI MANAGEMENT PARTNERS VII, L.L.C.

DELPHI VENTURES VII, L.P.

DELPHI BIOINVESTMENTS VII, L.P.

By: /s/ Matthew T. Potter
Matthew T. Potter, Attorney-in-fact
for above-listed entities*

Individuals:

James J. Bochnowski

David L. Douglass

Douglas A. Roeder

Deepika R. Pakianathan, Ph.D.

By: /s/ Matthew T. Potter
Matthew T. Potter, Attorney-in-fact
for above-listed individuals*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
Exhibit A: Agreement of Joint Filing	14
Exhibit B: Power of Attorney	15

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exhibit A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Alder BioPharmaceuticals, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Power of Attorney

Matthew T. Potter has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.