

Redmile Group, LLC
 Form 4
 July 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Redmile Group, LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/30/2018

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

ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300

(Street)

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

SAN FRANCISCO, CA 94129

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Class A-1 Convertible Preferred Stock	<u>(1)</u> <u>(2)</u>	06/30/2018		<u>J</u> ⁽³⁾	16,927	<u>(1)</u> ⁽²⁾ <u>(1)</u> ⁽²⁾	Common Stock 169,270

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redmile Group, LLC ONE LETTERMAN DRIVE BUILDING D SUITE D3-300 SAN FRANCISCO, CA 94129	X			
Green Jeremy ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300 SAN FRANCISCO, CA 94129	X			

Signatures

/s/ Jeremy Green, Managing Member of Redmile Group, LLC	07/18/2018
__Signature of Reporting Person	Date
/s/ Jeremy Green	07/18/2018
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 Class A-1 Convertible Preferred Stock is convertible into shares of the Issuer's common stock in accordance with the terms of the Issuer's Certificate of Designation of Preferences, Rights and Limitations of Class A-1 Convertible Preferred Stock at any time and from time to time at the holder's election based on the conversion rate in effect at the time of conversion. The shares of Class A-1 Convertible Preferred Stock will currently convert on a 1-for-10 basis and such conversion rate is reflected in the amount listed under Column 7.
- (2) The terms of the Class A-1 Convertible Preferred Stock provide that the holder does not have the right to convert any portion of the Class A-1 Preferred Stock held by the holder, to the extent that, after giving effect to the conversion set forth in a notice of conversion, such holder, together with such holder's affiliates, and any persons acting as a group together with such holder or affiliates, would beneficially own in excess of 9.99% of the shares of the Issuer's common stock then issued and outstanding, which percentage may be changed at a holder's election upon 61 days' notice to the Issuer. The Class A-1 Convertible Preferred Stock has no expiration date.

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- (3) On June 30, 2018, 16,927 shares of Class A-1 Convertible Preferred Stock were issued as a payment-in-kind dividend on 725,268 shares of Class A-1 Convertible Preferred Stock.

These securities are directly owned by certain private investment vehicles and separately managed accounts managed by Redmile Group, LLC ("Redmile") and may be deemed beneficially owned by Redmile as investment manager of such private investment vehicles and separately managed accounts. The reported securities may also be deemed beneficially owned by Jeremy Green as the principal of

- (4) Redmile. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (5) Mr. Green, a member of the board of directors of the Issuer, was elected to that board as a representative of Redmile. As a result, Redmile is a director by deputization for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

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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