

Green Jeremy
Form 3
April 26, 2018

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 *
 2. Date of Event Requiring Statement
 3. Issuer Name and Ticker or Trading Symbol
 4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

Redmile Group, LLC
 (Last) (First) (Middle)
 ONE LETTERMAN DRIVE, BUILDING D, SUITE D3-300
 (Street)

04/25/2018

ALDER BIOPHARMACEUTICALS INC [ALDR]

(Check all applicable)

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

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 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)
Common Stock	6,505,766	I	See footnotes (1) (2)

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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	---	---	---	---

Edgar Filing: Green Jeremy - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class A-1 Convertible Preferred Stock	Â (3)(4)	Â (3)(4)	Common Stock	7,252,680	\$ (3) (4)	I	See Footnotes (1) (2)
2.50% Convertible Senior Notes due 2025	Â (5)(6)	02/01/2025	Common Stock	1,234,568	\$ 20.25 (5) (6)	I	See footnotes (1) (2)

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	Â X	Â	Â	Â
Green Jeremy ONE LETTERMAN DRIVE, BUILDING D SUITE D3-300 SAN FRANCISCO, CA 94129	Â X	Â	Â	Â

Signatures

/s/ Jeremy Green, Managing Member
Date: 04/26/2018
**Signature of Reporting Person

/s/ Jeremy Green
Date: 04/26/2018
**Signature of Reporting Person

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) 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 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.
 - (2) 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.
 - (3) 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 3.
 - (4) 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

Edgar Filing: Green Jeremy - Form 3

holder's election upon 61 days' notice to the Issuer. The Class A-1 Convertible Preferred Stock has no expiration date.

Prior to the close of business on the business day immediately preceding November 1, 2024, the 2.50% Convertible Senior Notes due 2025 (the "2025 Notes") will be convertible at the option of holders only upon the satisfaction of certain conditions. Thereafter, holders of

- (5) the 2025 Notes may convert their 2025 Notes at their option at any time prior to the close of business on the second scheduled trading day immediately preceding maturity on November 1, 2024. The 2025 Notes are convertible into cash, shares of the Issuer's common stock or a combination of cash and shares, at the Issuer's election.

The conversion rate is currently 49.3827 shares of the Issuer's common stock per \$1,000 principal amount of 2025 Notes (equivalent to an initial conversion price of approximately \$20.25 per share of common stock) and such conversion rate is reflected in the amount listed

- (6) under Column 3. The conversion rate will be subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date, the Issuer will increase the conversion rate for a holder who elects to convert its 2025 Notes in connection with such a corporate event in certain circumstances.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.