

ALDER BIOPHARMACEUTICALS INC
Form S-3MEF
April 06, 2016

As filed with the U.S. Securities and Exchange Commission on April 6, 2016

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Alder BioPharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of	2834 (Primary Standard Industrial	90-0134860 (I.R.S. Employer
Incorporation or organization)	Classification Code Number) 11804 North Creek Parkway South	Identification No.)

Bothell, WA 98011

(425) 205-2900

(Address, including zip code and telephone number, of registrant's principal executive offices)

Randall C. Schatzman, Ph.D.

President and Chief Executive Officer

11804 North Creek Parkway South

Bothell, WA 98011

(425) 205-2900

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies to:

James B. Bucher

Senior Vice President & General Counsel

Alder BioPharmaceuticals, Inc.

11804 North Creek Parkway South

Bothell, WA 98011

(425) 205-2900

Sonya F. Erickson

John T. McKenna

Cooley LLP

1700 Seventh Avenue, Suite 1900

Seattle, WA 98101

(206) 452-8700

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering. x (File No. 333-204648)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer "
 Non-accelerated filer " (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, \$0.0001 par value per share	\$23,750,000	\$2,392

(1) The proposed maximum offering price per share will be determined, from time to time, by the registrant in connection with the issuance by the registrant of the shares of common stock registered hereunder. The registrant previously registered such indeterminate number of shares common stock as would have an aggregate offering price not to exceed \$350,000,000 on a Registration Statement on Form S-3 (File No. 333-204648), which was effective upon filing on June 2, 2015. Of these shares, the Registrant sold 5,168,539 shares of its common stock at an aggregate offering price of \$229,999,986 pursuant to a Prospectus Supplement dated June 25, 2015, filed

with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act.

(2) Calculated pursuant to Rule 457(o) under the Securities Act.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (File No. 333-204648), which was effective upon filing on June 2, 2015, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$23,750,000. The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

UNDERTAKING

The registrant hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth in the cover page of this registration statement by wire transfer of such amount to the Commission's account at Wells Fargo Bank, NA as soon as practicable (but no later than the close of business on April 7, 2016); (ii) it will not revoke such instruction; and (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Seattle, State of Washington, on April 6, 2016.

ALDER BIOPHARMACEUTICALS, INC.

By: /s/ Randall C. Schatzman
 Randall C. Schatzman, Ph.D.

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Randall C. Schatzman	President, Chief Executive Officer and	April 6, 2016
Randall C. Schatzman, Ph.D.	Director <i>(Principal Executive Officer)</i>	
/s/ Larry K. Benedict	Senior Vice President, Finance	April 6, 2016
Larry K. Benedict	<i>(Principal Financial and Accounting Officer)</i>	
*	Chairman of the Board of Directors	April 6, 2016
Stephen M. Dow		
*	Director	April 6, 2016
Gary Bridger, Ph.D.		
	Director	
Paul Carter		
	Director	
Paul Cleveland		
*	Director	April 6, 2016

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A. Bruce Montgomery

*

Director

April 6, 2016

Deepa R. Pakianathan, Ph.D.

*

Director

April 6, 2016

Heather Preston, M.D.

*

Director

April 6, 2016

Clay B. Siegall, Ph.D.

*By: /s/ Larry K. Benedict
Larry K. Benedict

Attorney-in-fact

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
23.2	Consent of Pricewaterhouse Coopers LLP, Independent Registered Public Accounting Firm.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of Registration Statement on Form S-3 (File No. 333-204648)).