

ALDER BIOPHARMACEUTICALS INC  
Form 8-K  
May 02, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 2, 2019**

**Alder BioPharmaceuticals, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**11804 North Creek Parkway South**

**001-36431**  
**(Commission**

**File Number)**

**90-0134860**  
**(IRS Employer**

**Identification No.)**

**98011**

**Bothell, WA**  
**(Address of principal executive offices)** **(Zip Code)**  
**(425) 205-2900**

**Registrant's telephone number, including area code:**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>                        | <b>Trading<br/>Symbol(s)</b> | <b>Name of each exchange<br/>on which registered</b>              |
|---|------------------------------|---|
| <b>Common Stock, \$0.0001 par value per share</b> | <b>ALDR</b>                  | <b>The Nasdaq Stock Market LLC<br/>(The Nasdaq Global Market)</b> |

**Item 8.01 Other Events.**

Alder BioPharmaceuticals, Inc. ( Alder ) is filing this Current Report on Form 8-K to provide a copy of the legal opinion of Cooley LLP relating to the legality of Alder s common stock, par value \$0.0001 per share, to be offered and sold pursuant to Alder s Registration Statement on Form S-3 (File No. 333-216199) and the related prospectus supplement, dated May 2, 2019, and filed with the U.S. Securities and Exchange Commission pursuant to Rule 424 under the Securities Act.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>                                     |
|------------|--|
| 5.1        | <u>Opinion of Cooley LLP</u>                           |
| 23.1       | <u>Consent of Cooley LLP (included in Exhibit 5.1)</u> |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Alder BioPharmaceuticals, Inc.**

Dated: May 2, 2019

By: /s/ James B. Bucher  
James B. Bucher  
Executive Vice President and General Counsel