

ALDER BIOPHARMACEUTICALS INC
Form SC 13G/A
July 02, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Alder BioPharmaceuticals, Inc.
(Name of Issuer)

Common Stock
(Title of class of securities)

014339105
(CUSIP number)

June 30, 2015
(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 the disclosures provided in a prior cover page.

The information required in 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).

1. Name of Reporting Person:

Novo A/S

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Citizenship or Place of Organization:

Denmark

5. Sole Voting Power:

Number of

Shares 1,951,183

6. Shared Voting Power:

Beneficially

Owned By

0

Each

7. Sole Dispositive Power:

Reporting

Person 1,951,183

8. Shared Dispositive Power:

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,951,183

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11. Percent of Class Represented By Amount In Row (9):

4.6% (1)

12. Type of Reporting Person:

CO

- (1) Based upon 42,433,820 shares of the Issuer's Common Stock outstanding as of June 30, 2015, as reported by the Issuer on its Form 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on June 26, 2015, under the Issuer's previously filed S-3 Registration Statement (Registration No. 333-204648), relating to the Issuer's registered offering of 4,494,382 shares.

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This Amendment No. 1 amends the Schedule 13G originally filed with the Securities and Exchange Commission on February 2, 2015 to report that as of June 30, 2015 (after giving effect to the Issuer's issuance of 4,494,382 shares in its registered offering), the Reporting Person ceased to be the beneficial owner of more than five percent of the Issuer's securities.

Item 1. (a) Name of Issuer:

Alder BioPharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices:

11804 North Creek Parkway South

Bothell, WA 98011

Item 2. (a) Name of Person Filing:

Novo A/S, a Danish limited liability company, is wholly owned by Novo Nordisk Fonden (the Foundation), a Danish commercial foundation. Novo A/S is the holding company in the group of Novo companies (currently comprised of Novo Nordisk A/S, Novozymes A/S and NNIT A/S) and is responsible for managing the Foundation's assets, including its financial assets. Based on the governance structure of Novo A/S and the Foundation, the Foundation is not deemed to have any beneficial ownership of the securities of the Issuer held by Novo A/S.

(b) Address or Principal Business Office or, if none, Residence:

Tuborg Havnevej 19

2900 Hellerup, Denmark

(c) Citizenship or Place of Organization:

Novo A/S: Denmark

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

014339105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership:

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:	1,951,183	(1)
(b) Percent of class:	4.6%	(2)
(c) Number of shares as to which such person has:		
(i) Sole power to vote or to direct the vote:	1,951,183	(1)
(ii) Shared power to vote or to direct the vote:		
(iii) Sole power to dispose or to direct the disposition of:	1,951,183	(1)
(iv) Shared power to dispose or to direct the disposition of:		

- (1) Novo A/S, through its Board of Directors (the Novo Board), has the sole power to vote and dispose of the shares held by Novo A/S (the Novo Shares). The Novo Board, currently comprised of Sten Scheibye, Goran Ando, Jeppe Christiansen, Steen Riisgaard and Per Wold-Olsen, may exercise voting and dispositive control over the Novo Shares only with the support of a majority of the Novo Board. As such, no individual member of the Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares.
- (2) Based upon 42,433,820 shares of the Issuer's Common Stock outstanding as of June 30, 2015 as reported by the Issuer on its Form 424(b)(5) Prospectus Supplement filed with the Securities and Exchange Commission on June 26, 2015, under the Issuer's previously filed S-3 Registration Statement (Registration No. 333-204648), relating to the Issuer's registered offering of 4,494,382 shares.

Item 5. Ownership of Five Percent or Less of a Class:

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 5 percent of the class of securities, check the following: [X]

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

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Item 10. Certifications:

Not applicable.

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SIGNATURE

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: July 1, 2015

Novo A/S

/s/ Bjarne Graven Larsen
By: Bjarne Graven Larsen
Its: Chief Financial Officer