
**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)

001-36431
(Commission
File Number)

90-0134860
(IRS Employer
Identification No.)

11804 North Creek Parkway South
Bothell, WA
(Address of principal executive offices)

98011
(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:

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

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.*

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

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.

Dated: May 2, 2019

Alder BioPharmaceuticals, Inc.

By: /s/ James B. Bucher

James B. Bucher

Executive Vice President and General Counsel



Alan D. Hambelton
+1 206 452 8756
ahambelton@cooley.com

May 2, 2019

Alder BioPharmaceuticals, Inc.
11804 North Creek Parkway South
Bothell, WA 98011

Ladies and Gentlemen:

We have acted as counsel to Alder BioPharmaceuticals, Inc., a Delaware corporation (the "*Company*"), with respect to certain matters in connection with the registration for resale by the selling stockholders named in the Prospectus Supplement (as defined below) of 2,093,980 shares of the Company's common stock, par value \$0.0001 per share (the "*Common Stock*"), including (a) 1,739,130 shares of Common Stock that are currently outstanding (the "*Common Shares*") and (b) 354,850 shares of Common Stock that are issuable upon the conversion of the Company's outstanding shares of Class A-1 Preferred Stock (the "*Preferred Shares*") and together with the Common Shares, the "*Securities*"), pursuant to the Registration Statement on Form S-3 (Registration Statement No. 333-216199) (the "*Registration Statement*") filed with the Securities and Exchange Commission (the "*Commission*") under the Securities Act of 1933, as amended (the "*Act*"), on February 23, 2017, the related prospectus dated February 23, 2017 included in the Registration Statement (the "*Base Prospectus*"), and the prospectus supplement relating to the Securities filed with the Commission on May 2, 2019 pursuant to Rule 424(b) promulgated under the Act (the "*Prospectus Supplement*" and, together with the Base Prospectus, the "*Prospectus*").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's Certificate of Incorporation, as amended, and Bylaws, each as currently in effect and in effect at the time of the issuance of the Securities, and (c) originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. We have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies thereof; and the accuracy, completeness and authenticity of certificates of public officials.

Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that the laws of any other jurisdiction are applicable to the subject matter hereof and no opinion as to compliance with any federal or state securities law, rule or regulation.

We express no opinion to the extent that, notwithstanding its current reservation of shares of Common Stock, future issuances of securities of the Company, and/or adjustments to outstanding securities of the Company may cause the Preferred Shares to be convertible into more shares of Common Stock than the number that remain authorized but unissued.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that, (a) the Common Shares have been validly issued and are fully paid and nonassessable and (b) the Common Stock when issued upon conversion of the Preferred Shares in accordance with the terms of the Preferred Shares, will be validly issued, fully paid and nonassessable.

Cooley LLP 1700 Seventh Avenue Suite 1900 Seattle, WA 98101-1355
t: (206) 452-8700 f: (206) 452-8800 cooley.com



Alder BioPharmaceuticals, Inc.
May 2, 2019
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We hereby consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be filed with the Commission for incorporation by reference into the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Alan D. Hambelton
Alan D. Hambelton

Cooley LLP 1700 Seventh Avenue Suite 1900 Seattle, WA 98101-1355
t: (206) 452-8700 f: (206) 452-8800 cooley.com