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

SCHEDULE 14D-9
(Rule 14d-101)
(Amendment No. 1)

Solicitation/Recommendation Statement
Under Section 14(d)(4) of the Securities Exchange Act of 1934

Alder BioPharmaceuticals, Inc.
(Name of Subject Company)

Alder BioPharmaceuticals, Inc.
(Name of Persons Filing Statement)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

014339105
(CUSIP Number of Class of Securities)

James B. Bucher
Executive Vice President and General Counsel
11804 North Creek Parkway South
Bothell, Washington 98011
(425) 205-2900

(Name, address, and telephone numbers of person authorized to receive notices and communications
on behalf of the persons filing statement)

Copies to:

Graham Robinson
Laura Knoll
Skadden, Arps, Slate, Meagher & Flom LLP
500 Boylston Street, 23rd Floor
Boston, Massachusetts 02116
(617) 573-4800

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 1 (this “*Amendment*”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended or supplemented from time to time, this “*Schedule 14D-9*”) filed by Alder BioPharmaceuticals, Inc. (“*Alder*”) with the Securities and Exchange Commission (the “*SEC*”) on September 23, 2019, relating to the tender offer by Violet Acquisition Corp., a Delaware corporation (“*Purchaser*”) and wholly owned subsidiary of Lundbeck LLC, a Delaware limited liability company (“*Payor*”) and a wholly owned subsidiary of H. Lundbeck A/S, a Danishaktieselskab (“*Lundbeck*”), to purchase all of the issued and outstanding shares of common stock, par value \$0.0001 per share (the “*Shares*”), other than Excluded Shares (as defined in the Agreement and Plan of Merger, dated September 16, 2019, among Alder, Lundbeck, Purchaser and Payor), of Alder for a purchase price of (i) \$18.00 per Share, net to the seller in cash, without interest, plus (ii) one (1) contingent value right per Share, which represents the right to receive \$2.00 per Share, net to the seller in cash, without interest, at the time provided in the Contingent Value Rights Agreement, and subject to any withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, filed by Lundbeck, Payor and Purchaser with the SEC on September 23, 2019 (as amended or supplemented from time to time), and in the related Letter of Transmittal (as amended or supplemented from time to time).

Except to the extent specifically provided in this Amendment, the information set forth in this Schedule 14D-9 remains unchanged. Capitalized terms used, but not otherwise defined, in this Amendment shall have the meanings ascribed to them in this Schedule 14D-9. This Amendment is being filed to reflect certain updates as reflected below.

ITEM 8. ADDITIONAL INFORMATION

Item 8 of this Schedule 14D-9 is hereby amended and supplemented by deleting the paragraph under the heading “—*Legal Proceedings*” on page 45 of this Schedule 14D-9 and replacing it with the following paragraph:

On September 24, 2019, a purported stockholder of Alder filed a lawsuit against Alder and its directors in the United States District Court for the District of Delaware, captioned *Elaine Wang v. Alder BioPharmaceuticals Inc., et al*, Case No. 1:19-cv-01797 (the “*Wang Complaint*”). Additionally, on September 25, 2019, another purported stockholder of Alder filed a lawsuit against Alder and its directors in the United States District Court for the Southern District of New York, captioned *David Law v. Alder BioPharmaceuticals Inc., et al*, Case No. 1:19-cv-08904. The complaints allege that, because the Schedule 14D-9 is materially deficient in certain respects, all of the defendants violated Section 14(d) of the Exchange Act, Rule 14D-9 promulgated thereunder and Section 14(e) of the Exchange Act, and the Wang Complaint alleges that the Alder directors violated Section 20(a) of the Exchange Act. Each of the complaints seeks, among other things, (i) injunctive relief preventing the consummation of the Transactions, (ii) rescissory damages or rescission in the event the Transactions are consummated, (iii) damages and (iv) plaintiffs’ attorneys’ and experts’ fees. The defendants believe the claims asserted in the complaints are without merit.

SIGNATURE

After due 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: September 26, 2019

Alder BioPharmaceuticals, Inc.

By: /s/ James B. Bucher

Name: James B. Bucher

Title: Executive Vice President and
General Counsel