

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>H LUNDBECK A S</u> (Last) (First) (Middle) <u>OTTILIAVEJ 9</u> (Street) <u>VALBY G7 DK-2500</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/16/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>ALDER BIOPHARMACEUTICALS INC [ALDR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001	0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	I ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					Amount or Number of Shares
Stock Option (right to buy)	(1)(2)(3)(4)	(1)(2)(3)(4)	Common Stock, par value \$0.0001	0	(1)(2)(3)(4)	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Class A-1 Convertible Preferred Stock	(1)(2)(3)(4)	(1)(2)(3)(4)	Common Stock, par value \$0.0001	0	(1)(2)(3)(4)	I	See Footnotes ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Explanation of Responses:

- This Form 3 is being filed on behalf of H. Lundbeck A/S, the ("Reporting Person"). The Reporting Person is the indirect parent company of Violet Acquisition Corp. ("Purchaser"). Lundbeck USA Holding LLC, a Delaware limited liability company ("Holding"), is a wholly-owned direct subsidiary of the Reporting Person; Lundbeck LLC, a Delaware limited liability company ("Payor"), is a wholly-owned direct subsidiary of Holding; and Purchaser is a wholly-owned direct subsidiary of Payor. Because of the relationship of Purchaser to Parent, each of Holding, Payor, and Purchaser may be deemed to beneficially own the securities reported in this Form 3. The Reporting Person declares that the filing of this Form 3 shall not be construed as an admission that the Reporting Person, Holding, Payor or Purchaser are the beneficial owners of any securities reported in this Form 3.
- The Reporting Person is filing this Form 3 solely due to its entry into the Tender and Support Agreement (the "Support Agreement") by and among the Reporting Person, Purchaser and certain stockholders of Alder BioPharmaceuticals, Inc. ("Alder"). The Support Agreement was entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 16, 2019, by and among the Reporting Person, Payor, Purchaser and Alder. For additional information regarding the Support Agreement and the Merger Agreement, see the Schedule 13D filed by the Reporting Person with the Securities and Exchange Commission on September 26, 2019 (the "Schedule 13D").
- As a result of certain provisions contained in the Support Agreement, the Reporting Person may be deemed to have beneficial ownership of the shares of common stock covered by the Support agreement and beneficially owned by the Alder stockholders party thereto (an aggregate of 11,599,701 shares, which represent approximately 13.3% of Alder's total outstanding shares based on 86,930,135 shares of common stock outstanding to the Reporting Person's knowledge as of September 16, 2019 (based on the representation by Alder with respect to outstanding shares of Alder common stock as of September 12, 2019 in the Merger Agreement and certain beneficial ownership limitations, discussed further in the Schedule 13D) for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- (Continued from Footnote 3) Generally, upon the exercise of any security convertible or exchangeable for any Alder common stock by the Alder stockholders party to the Support Agreement, such shares of common stock acquired upon exercise thereof shall be subject to the Support Agreement and the Reporting Person, together with Holding, Payor and Purchaser, may be deemed to have beneficial ownership of such additional shares of common stock, if any. The Reporting Person, on its own behalf and on behalf of Holding, Payor and Purchaser, expressly disclaims any beneficial ownership of the securities reported herein, and the Reporting Person, Holding, Payor and Purchaser do not have any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the securities subject to the Support Agreement.

Remarks:

H. Lundbeck A/S By: /s/ Deborah Dunsire, Name: Deborah Dunsire, Title: Chief Executive Officer 09/26/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.