
**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): February 17, 2018

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

2017 Performance Bonus Payments

On February 17, 2018, the Compensation Committee (the “*Committee*”) of the Board of Directors of Alder BioPharmaceuticals, Inc. (“*Alder*”) reviewed the achievement of company and individual performance goals and other factors deemed relevant by the Committee in determining the amounts earned by Alder’s named executive officers under its performance bonus program for 2017. The company performance goals related to advancement of Alder’s clinical trials and preclinical programs and financial, business and corporate development objectives. The individual performance goals consisted of a subjective assessment of each named executive officer’s individual contributions to Alder. Dr. Randall C. Schatzman’s annual performance bonus was based solely upon the achievement of company performance goals. The following table sets forth the 2017 performance bonuses, which will be paid during 2018:

<u>Name and Principal Position</u>	<u>2017 Performance Bonus Award</u>
Randall C. Schatzman, Ph.D. <i>President, Chief Executive Officer and Director</i>	\$ 354,674
Larry Benedict. <i>Executive Vice President and Principal Accounting Officer</i>	\$ 129,356
John A. Latham, Ph.D. <i>Chief Scientific Officer</i>	\$ 198,888
Elisabeth A. Sandoval, M.B.A. <i>Chief Commercial Officer and Executive Vice President of Corporate Strategy</i>	\$ 230,288

2018 Performance Bonus Program and Salary Increases

On February 17, 2018, the Committee approved annual base salaries and target bonus percentages for Alder’s 2018 performance bonus program for its named executive officers. The 2018 annual performance bonuses for each named executive officer, other than Dr. Schatzman, will be based upon the achievement of company performance goals (50%) and individual performance goals (50%). Dr. Schatzman’s annual performance bonus will be based solely upon the achievement of company performance goals. The company performance goals will be established by the Board of Directors at a later date. The individual performance goals will consist of a subjective assessment of each named executive officer’s individual contributions to Alder. The following table sets forth the base salary and target performance bonus percentages for 2018:

<u>Name and Principal Position</u>	<u>2018 Base Salary</u>	<u>2018 Target Performance Bonus as Percentage of Base Salary</u>
Randall C. Schatzman, Ph.D. <i>President, Chief Executive, Officer and Director</i>	\$ 578,000	55%
Larry Benedict. <i>Executive Vice President and Principal Accounting Officer</i>	\$ 354,118	40%
John A. Latham, Ph.D. <i>Chief Scientific Officer</i>	\$ 455,234	45%
Elisabeth A. Sandoval, M.B.A. <i>Chief Commercial Officer and Executive Vice President of Corporate Strategy</i>	\$ 448,338	45%

Additional information regarding compensation of Alder’s named executive officers, including the factors considered by the Compensation Committee in determining compensation, will be included in the proxy statement for Alder’s 2018 Annual Meeting of Stockholders.

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: February 23, 2018

By: /s/ James B. Bucher

James B. Bucher

Senior Vice President and General Counsel