

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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>TPG Group Holdings (SBS) Advisors, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/07/2014	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 type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
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**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	Title	Amount or Number of Shares			
Series C Preferred Stock	(4)	(4)	Common Stock	2,104,377	(4)	I	See Explanation of Responses <sup>(1)(2)(3)</sup>
Series D Preferred Stock	(4)	(4)	Common Stock	384,156	(4)	I	See Explanation of Responses <sup>(1)(2)(3)</sup>

1. Name and Address of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
<u>BONDERMAN DAVID</u>		
(Last)	(First)	(Middle)
C/O TPG GLOBAL, LLC		
301 COMMERCE STREET, SUITE 3300		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>COULTER JAMES G</u>		
(Last)	(First)	(Middle)
C/O TPG GLOBAL, LLC		
301 COMMERCE STREET, SUITE 3300		
(Street)		
FORT WORTH	TX	76102
(City) (State) (Zip)		

**Explanation of Responses:**

- David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG Biotechnology GenPar II Advisors, LLC, which is the general partner of TPG Biotechnology GenPar II, L.P., which is the general partner of TPG Biotechnology Partners II, L.P. ("TPG Biotech II"), which directly holds 11,574,074 shares of Series C Preferred Stock (the "Series C Preferred") of Alder BioPharmaceuticals, Inc. (the "Issuer") and 2,112,861 shares of Series D Preferred Stock (the "Series D Preferred" and, together with the Series C Preferred, the "Preferred Stock") of the Issuer.
- Because of the relationship between the Reporting Persons and TPG Biotech II, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of TPG Biotech II. Each of TPG Biotech II and each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of TPG Biotech II's or such Reporting Person's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.
- Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Series C Preferred and Series D Preferred are convertible, at the option of the holder, at any time into shares of Common Stock, par value \$0.0001 per share, of the Issuer, at initial conversion rates in each case equal to one share of Common Stock per share of Preferred Stock. The initial conversion rates have been adjusted as a result of a 1-for-5.5 reverse stock split of the Issuer's Common Stock.

**Remarks:**

(5) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. (6) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to the authorization and designation letters dated July 1, 2013, which were previously filed with the Securities and Exchange Commission.

/s/ Ronald Cami, Vice  
President, TPG Group  
Holdings (SBS) Advisors, Inc. 05/07/2014  
(5)

/s/ Ronald Cami on behalf of  
David Bonderman (5)(6) 05/07/2014

/s/ Ronald Cami on behalf of  
James G. Coulter (5)(6) 05/07/2014

\*\* 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.**