

ALDER BIOPHARMACEUTICALS INC
Form SC 13G
May 19, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Alder Biopharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

014339105

(CUSIP Number)

May 8, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 014339105

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1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Bristol-Myers Squibb Company								
	22-0790350								
2	Check the Appropriate Box if a Member of a Group* (a) <input type="radio"/> (b) <input type="radio"/>								
3	SEC Use Only								
4	Citizenship or Place of Organization Delaware								
Number of Shares Beneficially Owned by Each Reporting Person With	<table border="0"> <tr> <td style="vertical-align: top;">5</td> <td style="vertical-align: top;">Sole Voting Power 1,600,000</td> </tr> <tr> <td style="vertical-align: top;">6</td> <td style="vertical-align: top;">Shared Voting Power 0</td> </tr> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">Sole Dispositive Power 1,600,000</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">Shared Dispositive Power 0</td> </tr> </table>	5	Sole Voting Power 1,600,000	6	Shared Voting Power 0	7	Sole Dispositive Power 1,600,000	8	Shared Dispositive Power 0
5	Sole Voting Power 1,600,000								
6	Shared Voting Power 0								
7	Sole Dispositive Power 1,600,000								
8	Shared Dispositive Power 0								
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,600,000								
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)* <input type="radio"/>								
11	Percent of Class Represented by Amount in Row (9) 5.35%*								
12	Type of Reporting Person CO								

* This percentage is calculated based on 29,902,822 shares outstanding upon completion of the Issuer's initial public offering.

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Item 1.

- (a) Name of issuer:
Alder Biopharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices:
11804 North Creek Parkway South

Bothwell, WA 98011

Item 2.

- (a) Name of person filing:
Bristol-Myers Squibb Company
- (b) Address of Principal Business Office or, if None, Residence:
345 Park Avenue

New York, New York 10154
- (c) Citizenship:
Delaware
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
014339105

Item 3.

If this statement is filed pursuant to §§240.13d or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 9. **Notice of Dissolution of Group.**
Not applicable.

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Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

Date: May 19, 2014

BRISTOL-MYERS SQUIBB COMPANY

By:	/s/ Sandra Leung
Name:	Sandra Leung
Title:	General Counsel and Corporate Secretary