Form 5500

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Signature of DFE

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

> ▶ Complete all entries in accordance with the instructions to the Form 5500.

OMB Nos. 1210-0110 1210-0089

2011

This Form is Open to Public

Inspection									
Part I Annual Report Identification Information									
For cale	For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011								
A This	return/report is for:								
	·								
B This	return/report is:								
		lan year return/report (less th	than 12 months).						
C If the plan is a collectively-bargained plan, check here									
D Chec	D Check box if filing under: Form 5558; automatic extension;				the DFVC program;				
		special extension (enter des	cription)		_				
Part	II Basic Plan Inform	nation—enter all requested informa	ation						
1a Nam	ne of plan BIOPHARMACEUTICALS, IN	•	241011		1b Three-digit plan number (PN) ▶ 001				
		. ,			1c Effective date of plan 07/14/2006				
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) 2b Employer Identification Number (EIN) ALDER BIOPHARMACEUTICALS, INC. 90-0134860									
2c Sponsor's telephone number 425-205-2900									
11804 N CREEK PARKWAY S BOTHELL, WA 98011 2d Business of instructions 325410									
Caution	: A penalty for the late or inc	complete filing of this return/repor	rt will be assessed	unless reasonable cause is	established.				
	1 , ,	enalties set forth in the instructions, I is the electronic version of this return			0 , 0				
SIGN	Filed with authorized/valid ele	ctronic signature.	06/27/2012	LARRY BENEDICT					
HERE	Signature of plan administrator		Date	Enter name of individual si	gning as plan administrator				
SIGN									
HERE	Signature of employer/pla	n sponsor	Date	Enter name of individual sign	gning as employer or plan sponsor				
SIGN									

Date

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011) v.012611

Enter name of individual signing as DFE

Form 5500 (2011) Page **2**

11804 N CREEK PARKWAY S BOTHELL, WA 98011 4 If the name and/or EIN of the plan sponsor has changed since the last return/re the plan number from the last return/report: a Sponsor's name 5 Total number of participants at the beginning of the plan year 6 Number of participants as of the end of the plan year (welfare plans complete of a Active participants	only lines 6a , 6b , 6c , and 6d).	and 4	istrator's telephone er 25-205-2900 D EIN PN 65
the plan number from the last return/report: a Sponsor's name 5 Total number of participants at the beginning of the plan year 6 Number of participants as of the end of the plan year (welfare plans complete of a Active participants	only lines 6a , 6b , 6c , and 6d).	5 6a	PN 65
5 Total number of participants at the beginning of the plan year 6 Number of participants as of the end of the plan year (welfare plans complete of a Active participants		5 . 6a	65
Number of participants as of the end of the plan year (welfare plans complete of a Active participants		. 6a	
Active participants Retired or separated participants receiving benefits Other retired or separated participants entitled to future benefits Subtotal. Add lines 6a, 6b, and 6c			68
b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a, 6b, and 6c			68
C Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a, 6b, and 6c		. 6b	
C Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a, 6b, and 6c			0
d Subtotal. Add lines 6a , 6b , and 6c		C -	10
		. 6c	10
		. 6d	78
e Deceased participants whose beneficiaries are receiving or are entitled to rece	eive benefits	. 6e	1
f Total. Add lines 6d and 6e		. 6f	79
g Number of participants with account balances as of the end of the plan year (o complete this item)	. 6g	63	
h Number of participants that terminated employment during the plan year with a less than 100% vested		. 6h	0
7 Enter the total number of employers obligated to contribute to the plan (only m	nultiemployer plans complete this item)	7	
 8a If the plan provides pension benefits, enter the applicable pension feature code 2E 2F 2G 2J 2K 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes 			
9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all tha	at apply)	
(1) Insurance (2) Code section 412(e)(3) insurance contracts	(1) Insurance (2) Code section 412(e)(3)		ontracts
(3) X Trust	(3) X Trust	misurance o	ontracts
(4) General assets of the sponsor	(4) General assets of the sp	oonsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are atta	ached, and, where indicated, enter the numb	oer attached	l. (See instructions)
a Pension Schedules	b General Schedules		
(1) R (Retirement Plan Information)	(1) H (Financial Inform	nation)	
(2) MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) I (Financial Inform (3) A (Insurance Inform	mation)	,
(3) SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(4) C (Service Provide (5) D (DFE/Participati (6) G (Financial Trans	ng Plan Info	rmation)

SCHEDULE I (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation Financial Information—Small Plan

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

File as an attachment to Form 5500.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

Total Bottom Board of Composition	mapection
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011	and ending 12/31/2011
A Name of plan ALDER BIOPHARMACEUTICALS, INC 401(K) PLAN	B Three-digit 001
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)
ALDER BIOPHARMACEUTICALS, INC.	90-0134860

Complete Schedule I if the plan covered fewer than 100 participants as of the beginning of the plan year. You may also complete Schedule I if you are filing as a small plan under the 80-120 participant rule (see instructions). Complete Schedule H if reporting as a large plan or DFE.

Part I Small Plan Financial Information

Report below the current value of assets and liabilities, income, expenses, transfers and changes in net assets during the plan year. Combine the value of plan assets held in more than one trust. Do not enter the value of the portion of an insurance contract that guarantees during this plan year to pay a specific dollar benefit at a future date. Include all income and expenses of the plan including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar.

1	Plan Assets and Liabilities:		(a) Beginning of Year	(b) End of Year
а	Total plan assets	. 1a	1826465	2454093
b	Total plan liabilities	. 1b		
С	Net plan assets (subtract line 1b from line 1a)	1c	1826465	2454093
2	Income, Expenses, and Transfers for this Plan Year:		(a) Amount	(b) Total
а	Contributions received or receivable:			
	(1) Employers	. 2a(1)	223895	
	(2) Participants	. 2a(2)	464456	
	(3) Others (including rollovers)	. 2a(3)	54927	
b	Noncash contributions	. 2b		
С	Other income	. 2c	-86401	
d	Total income (add lines 2a(1), 2a(2), 2a(3), 2b, and 2c)	. 2d		656877
е	Benefits paid (including direct rollovers)	. 2e	28949	
f	Corrective distributions (see instructions)	. 2f		
g	Certain deemed distributions of participant loans (see instructions)	. 2g		
h	Administrative service providers (salaries, fees, and commissions)	. 2h	300	
i	Other expenses	. 2i		
j	Total expenses (add lines 2e, 2f, 2g, 2h, and 2i)	. 2j		29249
k	Net income (loss) (subtract line 2j from line 2d)	. 2k		627628
	Transfers to (from) the plan (see instructions)	. 2I		

3 Specific Assets: If the plan held assets at anytime during the plan year in any of the following categories, check "Yes" and enter the current value of any assets remaining in the plan as of the end of the plan year. Allocate the value of the plan's interest in a commingled trust containing the assets of more than one plan on a line-by-line basis unless the trust meets one of the specific exceptions described in the instructions.

			Yes	No	Amount
а	Partnership/joint venture interests	3a		X	
b	Employer real property	3b		X	
	Real estate (other than employer real property)			X	
d	Employer securities	3d		X	
	Participant loans	3e	X		60048

Page 2 -

Schedule I (Form 5500) 2011

			Yes	No		Amount	
3f	Loans (other than to participants)	3f		X			
g	Tangible personal property	3g		X			
Pa	art II Compliance Questions						
4	During the plan year:		Yes	No		Amount	
а	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X			
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by the participant's account balance	4b		X			
С	Were any leases to which the plan was a party in default or classified during the year as uncollectible?	4c		X			
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a.)	4d		X			
е	Was the plan covered by a fidelity bond?	4e	X				240000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X			
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X			
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X			
i	Did the plan at any time hold 20% or more of its assets in any single security, debt, mortgage, parcel of real estate, or partnership/joint venture interest?	4i		X			
j	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4j		X			
k	Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? If "No," attach an IQPA's report or 2520.104-50 statement. (See instructions on waiver eligibility and conditions.)	4k	X				
I	Has the plan failed to provide any benefit when due under the plan?	41		X			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X			
5a 5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), ide		es XN		Amount:	r liabilities	s were
	transferred. (See instructions.)				. =		
	5b(1) Name of plan(s)			5b(2) EIN(s)	5	ib(3) PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury Internal Revenue Service

Employee Benefits Security Administration

Department of Labor

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

File as an attachment to Form 5500.

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

	Pension Benefit Guaranty Corporation				mapeonom.	
For	calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and e	nding	12/31/2	011		
	Name of plan ER BIOPHARMACEUTICALS, INC 401(K) PLAN	В	Three-digit plan number (PN)	er ▶	001	
C F	Plan sponsor's name as shown on line 2a of Form 5500 ER BIOPHARMACEUTICALS, INC.	D	Employer Ide 90-013486		tion Number (EIN	۷)
Do	art I Distributions	-				
	art I Distributions references to distributions relate only to payments of benefits during the plan year.					
1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1			0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries dur payors who paid the greatest dollar amounts of benefits):	ing th	e year (if mor	e than	two, enter EINs o	of the two
	EIN(s): 04-6568107					
	Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the year.					
P	Funding Information (If the plan is not subject to the minimum funding requirements of ERISA section 302, skip this Part)	of sec	tion of 412 of	the Inte	ernal Revenue C	ode or
4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?			Yes	No	N/A
	If the plan is a defined benefit plan, go to line 8.					
5	If a waiver of the minimum funding standard for a prior year is being amortized in this					
	plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Mon			,		
6	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the rel		der of this sc	hedule	9.	
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated fundeficiency not waived)	-	6a			
	b Enter the amount contributed by the employer to the plan for this plan year		6b			
	C Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c			
	If you completed line 6c, skip lines 8 and 9.					
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?			Yes	No	N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or cauthority providing automatic approval for the change or a class ruling letter, does the plan sponsor or administrator agree with the change?	plan	<u></u>	Yes	☐ No	N/A
Pa	art III Amendments					
9	If this is a defined benefit pension plan, were any amendments adopted during this plan					
	year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	ase	Decre	ase	Both	No
Pa	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(skip this Part.	(e)(7)	of the Interna	l Rever	nue Code,	
10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repa	ay any	exempt loan	?	Yes	No
11	a Does the ESOP hold any preferred stock?				Yes	No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a " (See instructions for definition of "back-to-back" loan.)				Yes	No No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?				Yes	No

Part \	Additional Information for Multiemployer Defined Benefit Pension Plans					
13 En	ter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in					
a	ollars). See instructions. Complete as many entries as needed to report all applicable employers. Name of contributing employer					
b	EIN C Dollar amount contributed by employer					
d	Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year					
е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):					
а	Name of contributing employer					
b	EIN C Dollar amount contributed by employer					
d	Date collective bargaining agreement expires (<i>If employer contributes under more than one collective bargaining agreement, check box</i> and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year					
е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):					
а	Name of contributing employer					
b						
d						
е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):					
а	Name of contributing employer					
b	C Dollar amount contributed by employer					
d	Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year					
е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):					
а	Name of contributing employer					
b	EIN C Dollar amount contributed by employer					
d	Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year					
е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):					
а	Name of contributing employer					
b	EIN C Dollar amount contributed by employer					
d	Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year					
е	Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).) (1) Contribution rate (in dollars and cents) (2) Base unit measure: Hourly Weekly Unit of production Other (specify):					

_		•
Н	age	
•	~9~	-

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:					
	a The current year	14a				
	b The plan year immediately preceding the current plan year	14b				
	C The second preceding plan year	14c				
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to ma employer contribution during the current plan year to:	ke an				
	a The corresponding number for the plan year immediately preceding the current plan year	15a				
	b The corresponding number for the second preceding plan year	15b				
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:					
	a Enter the number of employers who withdrew during the preceding plan year	16a				
	b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b				
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment.					
P	art VI Additional Information for Single-Employer and Multiemployer Defined Benefi	t Pensi	on Plans			
18						
19	If the total number of participants is 1,000 or more, complete items (a) through (c)					
	a Enter the percentage of plan assets held as:					
	Stock:% Investment-Grade Debt:% High-Yield Debt:% Real Estate:	_% Othe	er:%			
	b Provide the average duration of the combined investment-grade and high-yield debt: 0-3 years 3-6 years 6-9 years 9-12 years 12-15 years 15-18 years 18-2	21 vears	21 years or more			
	C What duration measure was used to calculate item 19(b)?	i years				
	Effective duration Macaulay duration Modified duration Other (specify):					