

KESSEL MARK
Form 4
April 20, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KESSEL MARK

2. Issuer Name and Ticker or Trading Symbol
DYNAVAX TECHNOLOGIES CORP [DVAX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O DYNAVAX TECHNOLOGIES CORPORATION, 2929 SEVENTH STREET, SUITE 100

04/16/2010

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BERKELEY, CA 94710

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001 per share	04/16/2010		J ⁽¹⁾⁽²⁾	V	690,631	A	⁽¹⁾ / ₍₂₎
					9,031,431	I	See Footnote <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title a Underly (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Warrant (Right to Buy)	\$ 1.94	04/16/2010		J ⁽¹⁾⁽²⁾	V	1,283,200	12/30/2009 12/30/2014	Comm Stock
Common Stock Warrant (Right to Buy)	\$ 1.5	04/16/2010		J ⁽¹⁾⁽²⁾	V	9,031,434	04/16/2010 04/16/2015	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KESSEL MARK C/O DYNAVAX TECHNOLOGIES CORPORATION 2929 SEVENTH STREET, SUITE 100 BERKELEY, CA 94710	X	X		

Signatures

/s/ Mark Kessel 04/20/2010
 **Signature of Date
 Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

As a result of an underwritten public offering by Dynavax Technologies Corporation ("Dynavax" or the "Company") for 30,293,000 units to certain institutional accredited investors which closed on April 16, 2010 and in accordance with the post-closing adjustment terms of the Amended and Restated Purchase Option Agreement (the "APOA"), dated November 9, 2009, among Symphony Dynamo Holdings LLC, Symphony Dynamo, Inc. and Dynavax: (i) Symphony Capital Partners, L.P. ("SCP L.P.") received 655,023 shares of Dynavax's Common Stock par value \$0.001 per share ("Common Stock") and one warrant representing the right to purchase 4,282,895, shares of Common Stock and (ii) Symphony Strategic Partners ("Strategic Partners LLC") received 35,608 shares of Common Stock and one warrant representing the right to purchase 232,822 shares of Common Stock.

(2)

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Pursuant to the terms of the APOA, the warrant directly owned by SCP LP representing the right to purchase 1,217,040 shares of Common Stock and the warrant directly owned by Strategic Partners LLC representing the right to purchase 66,160 shares of Common Stock were cancelled in connection with the adjustment described above.

- (3) Includes 8,565,787 shares of Common stock directly owned by SCP L.P. and 465,644 shares of Common Stock directly owned by Strategic Partners LLC.
- (4) Includes one warrant directly owned by SCP L.P. representing the right to purchase 4,282,895 shares of Common Stock and one warrant directly owned by Strategic Partners LLC representing the right to purchase 232,822 shares of Common Stock.
- (5) Symphony GP, LLC ("SGP LLC") is the general partner of Symphony Capital GP, L.P. ("SC GP L.P."), which is the general partner of SCP L.P. Mark Kessel is a managing member of SGP LLC and Strategic Partners LLC.

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

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