

DYNAVAX TECHNOLOGIES CORP

Form 8-K

November 08, 2005

**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): November 2, 2005

**DYNAVAX TECHNOLOGIES CORPORATION**  
(Exact name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-50577  
(Commission File  
Number)

33-0728374  
(IRS Employer  
Identification No.)

2929 Seventh Street, Suite 100, Berkeley,  
(Address of Principal Executive Offices)

CA 94710  
(Zip Code)

Registrant's telephone number, including area code: (510) 848-5100

N/A

(Former Name or Former Address, if Changed Since Last Report)

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))
-

**Item 1.01 Entry into a Material Definitive Agreement.**

On November 2, 2005, Dynavax Technologies Corporation ( Dynavax or the Company ) appointed Ms. Nancy Buc as a director of the Company. Ms. Buc s compensation package, as described below in Item 5.02, is hereby incorporated by reference.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On November 2, 2005, the Company appointed Ms. Nancy Buc as a director of the Company. Ms. Buc will serve as one of the Company s Class II directors until the 2008 annual meeting of stockholders or until her earlier resignation or removal.

In connection with her joining the Board, Ms. Buc was granted on November 2, 2005 an option to purchase 20,000 shares of common stock (vesting in four equal installments on each anniversary of the grant date), and will receive subsequent annual grants at the stockholders meetings (with 5,000 shares at the 2006 meeting, and 10,000 shares at each annual stockholders meeting thereafter) which vest in full on the one-year anniversary of the grant date. Ms. Buc will also receive an annual retainer of \$20,000, and an additional \$2,000 for each board meeting attended in person and \$500 for each board meeting attended by telephone.

The press release issued by the Company announcing Ms. Buc s appointment to the board of directors is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press release of Dynavax Technologies Corporation, dated November 2, 2005.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Dynavax Technologies Corporation**

Date: November 8, 2005

By: /s/ Timothy G. Henn  
Timothy G. Henn  
Vice President, Finance and  
Administration