

KESSEL MARK
Form 4
April 20, 2010

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KESSEL MARK

(Last) (First) (Middle)

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

(Street)

BERKELEY, CA 94710

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/16/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Beneficial 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 (1) (2) (3) (5)

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

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SEC 1474
(9-02)

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 Stocl
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 Stocl

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
Reporting Person

Date

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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