

DYNAVAX TECHNOLOGIES CORP

Form 3/A

March 07, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Flynn James E
(Last) (First) (Middle)780 THIRD AVENUE, 37TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/31/2006

3. Issuer Name and Ticker or Trading Symbol

DYNAVAX TECHNOLOGIES CORP [DVAX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

02/08/2006

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

993,599 ⁽²⁾I ⁽¹⁾Through Deerfield Partners, L.P.
⁽³⁾

Common Stock

245,000 ⁽²⁾I ⁽¹⁾Through Deerfield Special
Situations Fund, L.P. ⁽³⁾

Common Stock

1,306,401 ⁽²⁾I ⁽¹⁾Through Deerfield International
Limited ⁽⁴⁾

Common Stock

455,000 ⁽²⁾I ⁽¹⁾Through Deerfield Special
Situations Fund International
Limited ⁽⁴⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not**

required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
DEERFIELD CAPITAL LP 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Members of 10% Group
DEERFIELD PARTNERS, LP 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Members of 10% Group
Deerfield Special Situations Fund, L.P. 780 3RD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Members of 10% Group
DEERFIELD MANAGEMENT CO /NY 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â	Â X	Â	Possible Members of 10% Group
DEERFIELD INTERNATIONAL LTD C/O HEMISPHERE MANAGEMENT (B.V.I.) COLUMBUS CENTRE, P.O. BOX 3460 ROAD TOWN, TORTOLA D8, D8 -	Â	Â X	Â	Possible Members of 10% Group
Deerfield Special Situations Fund International LTD C/O HEMISPHERE MANAGEMENT (B.V.I.) COLUMBUS CENTRE, P.O. BOX 3460 ROAD TOWN, TORTOLA, D8 -	Â	Â X	Â	Possible Members of 10% Group

Signatures

/s/ James E.
Flynn

03/06/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) This report is being filed to add the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (collectively with the undersigned, the "Reporting Persons") as reporting persons under the Form 3 and the two Forms 4 filed by James E. Flynn on 2/8/06 and the Form 4 filed by James E. Flynn on 2/10/06. By signing below and filing this statement, each of the entities listed on the Joint Filer Information Statement are deemed to have executed and filed the aforementioned reports jointly with James E. Flynn.

(2) Reflects number of shares owned immediately following the event that required the filing of this statement.

(3) Deerfield Capital, L.P. is the general partner of Deerfield Partners, L.P. and Deerfield Special Situations Fund, L.P. (the "Domestic Funds"). James E. Flynn is the managing member of the general partner of Deerfield Capital, L.P. In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Domestic Funds is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

(4) Deerfield Management Company, L.P. is the investment manager of Deerfield International Limited and Deerfield Special Situations Fund International Limited (the "Offshore Funds"). James E. Flynn is the managing member of the general partner of Deerfield Management Company, L.P. In accordance with Instruction 5(b)(iv) to Form 3, the entire amount of the Issuer's securities held by the Offshore Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

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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