

AVIGEN INC \DE
Form SC 13G
March 12, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

AVIGEN, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

053690103

(CUSIP Number)

February 7, 2008

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 053690103

SCHEDULE 13G

Page 2 of 10 Pages

1 NAMES OF REPORTING PERSONS.

Allianz SE

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) "

(b) "

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Federal Republic of Germany

5 SOLE VOTING POWER**NUMBER OF**

2,323,900

SHARES **6** SHARED VOTING POWER**BENEFICIALLY****OWNED BY**

-0-

EACH**7** SOLE DISPOSITIVE POWER**REPORTING**

2,323,900

PERSON **8** SHARED DISPOSITIVE POWER**WITH**

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,323,900

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.8%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* The denominator is based on 29,622,591 shares of the Issuer's Common Stock outstanding as of November 1, 2007, as reported by the Issuer on its Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 8, 2007.

CUSIP No. 053690103

Page 3 of 10 Pages

1 NAMES OF REPORTING PERSONS.

Dresdner Bank Aktiengesellschaft

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) "

(b) "

3 SEC USE ONLY**4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Federal Republic of Germany

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CO

* The denominator is based on 29,622,591 shares of the Issuer's Common Stock outstanding as of November 1, 2007, as reported by the Issuer on its Quarterly Report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 8, 2007.

ITEM 1 (a). Name of Issuer:

Avigen, Inc.

(b). Address of Issuer's Principal Executive Offices:

1301 Harbor Bay Parkway, Alameda, CA 94502, United States of America

ITEM 2. (a). Name of Person Filing:

Allianz SE

Dresdner Bank Aktiengesellschaft

(b). Address of Principal Business Office or, if None, Residence:

Allianz SE, Königinstrasse 28, 80802 Munich, Federal Republic of Germany

Dresdner Bank Aktiengesellschaft, Jürgen-Ponto-Platz 1, 60301 Frankfurt am Main, Federal Republic of Germany

(c). Citizenship:

See Item 4 on page 2.

See Item 4 on page 3.

(d). Title of Class of Securities:

Common Stock

(e). CUSIP Number:

053690103

ITEM 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a). ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b). ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c). ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d). ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e). ☐ An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
- (f). ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g). ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h). ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i). ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j). ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

ITEM 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See Item 9 on page 2.

See Item 9 on page 3.

The shares of the Issuer's Common Stock were held for a temporary period as collateral in connection with a lending transaction (the Transaction) with a third party. Shares have since been transferred back to such third party pursuant to the Transaction such that, as of March 12, 2008, Allianz SE, Dresdner Bank Aktiengesellschaft and their subsidiaries are no longer beneficial owners of more than five percent of the Issuer's Common Stock.

- (b) Percent of class:

See Item 11 on page 2.

See Item 11 on page 3.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or direct the vote:

See Item 5 on page 2.

See Item 5 on page 3.

- (ii) Shared power to vote or direct the vote:

See Item 6 on page 2.

See Item 6 on page 3.

- (iii) Sole power to dispose or direct the disposition of:

See Item 7 on page 2.

See Item 7 on page 3.

- (iv) Shared power to dispose or to direct the disposition of:

See Item 8 on page 2.

See Item 8 on page 3.

ITEM 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.”

Not applicable

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.

Pursuant to the collateral arrangements in connection with the Transaction, the third party maintained the right to receive dividends from the Common Stock.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Allianz SE, its subsidiary, Dresdner Bank Aktiengesellschaft, and a subsidiary of Dresdner Bank Aktiengesellschaft held Common Stock of the Issuer.

ITEM 8. Identification and Classification of the Members of the Group.

Not applicable

ITEM 9. Notice of Dissolution of Group.

Not applicable

ITEM 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

March 12, 2008

Date

ALLIANZ SE

/s/ Dr. Reinhard Preusche

Signature

Dr. Reinhard Preusche

Prokurist

Name/Title

/s/ Burkhard Stickler

Signature

Burkhard Stickler

Prokurist

Name/Title

March 12, 2008

Date

DRESDNER BANK

AKTIENGESELLSCHAFT

/s/ Dr. Dirk Scherp

Signature

Dr. Dirk Scherp

Prokurist

Name/Title

/s/ Manfred Metz

Signature

Manfred Metz

Prokurist

Name/Title

EXHIBIT NO.

EXHIBIT

99.1 Joint Filing Agreement

EXHIBIT NO. 99.1 TO SCHEDULE 13G

JOINT FILING AGREEMENT

ALLIANZ SE and DRESDNER BANK AKTIENGESELLSCHAFT, hereby agree that, unless differentiated, this Schedule 13G is filed on behalf of each of the parties.

March 12, 2008
Date

ALLIANZ SE

/s/ Dr. Reinhard Preusche
Signature

Dr. Reinhard Preusche

Prokurist
Name/Title

/s/ Burkhard Stickler
Signature

Burkhard Stickler

Prokurist
Name/Title

March 12, 2008

Date

DRESDNER BANK

AKTIENGESELLSCHAFT

/s/ Dr. Dirk Scherp

Signature

Dr. Dirk Scherp

Prokurist

Name/Title

/s/ Manfred Metz

Signature

Manfred Metz

Prokurist

Name/Title