

DYNAVAX TECHNOLOGIES CORP
Form SC 13G/A
March 02, 2005

United States
Securities and Exchange Commission
WASHINGTON, D.C. 20549

Schedule 13G
(Amendment No. 1)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

DYNAVAX TECHNOLOGIES CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

268158102

(CUSIP Number)

February 23, 2005

(Date of Event That 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 the disclosures provided in a prior cover page.

The information required in 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).

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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Alta Partners

(2) Check The Appropriate Box If A Member Of A Group (a)
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Exit Filing -- Please see Attachment A

Number Of Shares (5) Sole Voting Power -0-
Beneficially Owned

By Each Reporting (6) Shared Voting Power -0-
Person With

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power -0-

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

-0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

0 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above
Persons

Alta California Partners, L. P.

(2) Check The Appropriate Box If A Member Of A Group (a)
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Exit Filing -- Please see Attachment A

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Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned	-----		
By Each Reporting	(6)	Shared Voting Power	-0-
Person With	-----		
	(7)	Sole Dispositive Power	-0-

	(8)	Shared Dispositive Power	-0-

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
 -0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)
 0 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person
 PN

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons
 Alta California Management Partners, L. P.

(2) Check The Appropriate Box If A Member Of A Group (a)
 (b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization
 Delaware

Exit Filing -- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned	-----		
By Each Reporting	(6)	Shared Voting Power	-0-
Person With	-----		
	(7)	Sole Dispositive Power	-0-

	(8)	Shared Dispositive Power	-0-

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
 -0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

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(11) Percent Of Class Represented By Amount In Row (11)

0 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

PN

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta Embarcadero Partners, LLC

(2) Check The Appropriate Box If A Member Of A Group (a)
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Exit Filing -- Please see Attachment A

Number Of Shares (5) Sole Voting Power -0-

Beneficially Owned

By Each Reporting (6) Shared Voting Power -0-

Person With

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power -0-

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

-0- Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

0 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

CO

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Jean Deleage

(2) Check The Appropriate Box If A Member Of A Group (a)
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Exit Filing -- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	36,956
Beneficially Owned		See Attachment A	
By Each Reporting			
Person With	(6)	Shared Voting Power	-0-
	(7)	Sole Dispositive Power	36,956
		See Attachment A	
	(8)	Shared Dispositive Power	-0-

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

36,956 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

0.15% Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Garrett Gruener

(2) Check The Appropriate Box If A Member Of A Group (a)
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

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United States

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power See Attachment A	63,271
	(6)	Shared Voting Power	-0-
	(7)	Sole Dispositive Power See Attachment A	63,271
	(8)	Shared Dispositive Power	-0-

(9) Aggregate Amount Beneficially Owned By Each Reporting Person
63,271 Exit Filing -- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)
0.26 % Exit Filing -- Please see Attachment A

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 268158102

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Guy Nohra

(2) Check The Appropriate Box If A Member Of A Group (a) (b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Exit Filing -- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power See Attachment A	62,089
	(6)	Shared Voting Power	-0-
	(7)	Sole Dispositive Power See Attachment A	62,089

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(8)	Shared Dispositive Power	-0-
(9)	Aggregate Amount Beneficially Owned By Each Reporting Person	
	62,089	Exit Filing -- Please see Attachment A
(10)	Check If The Aggregate Amount In Row (11) Excludes Certain Shares*	
(11)	Percent Of Class Represented By Amount In Row (11)	
	0.25 %	Exit Filing -- Please see Attachment A
(12)	Type Of Reporting Person	
	IN	

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer: Dynavax Technologies Corporation ("Issuer")

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

2929 7th Street, Suite 130
Berkeley, CA 94710

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")
Alta California Partners, L.P. ("ACP")
Alta California Management Partners, L.P. ("ACMP")
Alta Embarcadero Partners, LLC ("AEP")
Jean Deleage ("JD")
Garrett Gruener ("GG")
Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050
San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities:	AP	-	California
	ACP	-	Delaware
	ACMP		Delaware
	AEP		California
Individuals:	JD		United States
	GG		United States
	GN		United States

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(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 268158102

Item 3. Not applicable.

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Item 4 Ownership.
Exit Filing -- Please see Attachment A

		AP	ACP	ACMP	AEP	JD	GG
(a)	Beneficial Ownership	-0-	-0-	-0-	-0-	36,956	63,27
(b)	Percentage of Class	0 %	0 %	0 %	0 %	0.15 %	0.26
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	36,956	63,27
	Shared Voting Power	-0-	-0-	-0-	-0-	-0-	-0-
	Sole Dispositive Power	-0-	-0-	-0-	-0-	36,956	63,27
	Shared Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-

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

Exit Filing

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

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Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

EXHIBITS

A: Joint Filing Statement

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Signature

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

Date: March 2, 2005

ALTA PARTNERS

By: /s/ Jean Deleage

Jean Deleage, President

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.

By: /s/ Guy Nohra

Guy Nohra, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

By: /s/ Guy Nohra

Guy Nohra, General Partner

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

Jean Deleage, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

EXHIBIT A

AGREEMENT OF JOINT FILING

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: March 2, 2005

Signature

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

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.

By: /s/ Jean Deleage

Jean Deleage, President

By: /s/ Guy Nohra

Guy Nohra, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Guy Nohra

Guy Nohra, General Partner

By: /s/ Jean Deleage

Jean Deleage, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

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Alta Partners provides investment advisory services to several venture capital funds including, Alta California Partners L.P. and Alta Embarcadero Partners, LLC. On 2/23/05, Alta California Partners, L.P. distributed 1,486,714 shares of Common Stock and Alta Embarcadero Partners, LLC distributed 35,472 shares of Common Stock. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power in respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.), and members of Alta Embarcadero Partners, LLC. As general partners and members of such entities, they may be deemed to share voting and investment powers over the shares held by such funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. As a result of the 2/23/05 Stock Distribution, he received 63,271 shares of Common Stock; of which 62,089 shares were received from Alta California Management Partners, L.P. and 1,182 shares were received from Alta Embarcadero Partners, LLC.

Mr. Jean Deleage is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. See below for disclosure of share ownership:

As of February 23, 2005 - Common Stock Ownership: Shares Owned By/Affiliated with Jean Deleage

Beneficial Owner (issued in the name of) -----	# of Shares -----	Date Acquired -----
Jean Deleage	36,956 (2)	2/23/05
Deleage Children's Trust FBO Andre Deleage (1)	9,239 (3)	2/23/05
Deleage Children's Trust FBO Emmanuel Deleage (1)	9,239 (3)	2/23/05
Deleage Children's Trust FBO Philippe Deleage (1)	9,239 (3)	2/23/05
Deleage Children's Trust FBO Michel Deleage (1)	9,239 (3)	2/23/05

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. As a result of the 2/23/05 Stock Distribution, the Guy Paul and Linda Nohra, Nohra Living Trust received 46,567 shares of Common Stock and The Nohra 1996 Credit Trust received

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15,522 shares from Alta California Management Partners, L.P.

Alta Partners is a venture capital company with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership and Alta Embarcadero Partners, LLC is a California Limited Liability Company.

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