FORM 3

780 THIRD AVENUE 37TH FLOOR

NY

(State)

1. Name and Address of Reporting Person*

<u>DEERFIELD PARTNERS, LP</u>

10017

(Zip)

(Street)
NEW YORK

(City)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden
hours per response: 0.5

					•	SECORITIES					hours per	r response:	0.5	
						16(a) of the Securities Exchange f the Investment Company Act of								
1. Name and Address of Reporting Person*			Re (N	2. Date of Event Requiring Statement (Month/Day/Year) 01/31/2006		3. Issuer Name and Ticker or Trading Symbol DYNAVAX TECHNOLOGIES CORP [DVAX]								
(Last) (First) (Middle) 780 THIRD AVENUE 37TH FLOOR						Relationship of Reporting Pe (Check all applicable) Director Officer (give title below)	X :			5. If Amendment, Date of Original Filed (Month/Day/Year) 02/08/2006				
(Street) NEW YORK	NY	10017	_			300.17	·	,			cable Line) Form filed b	d/Group Filing (Che y One Reporting F y More than One erson		
(City)	(State)	(Zip)		able I. Non	Dorivo	tive Securities Beneficia	ally	Owned						
1. Title of Securi	ity (Instr. 4)		10	able I - NoII		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Fe	Ownersh orm: Direc r Indirect (nstr. 5)	t (D)	4. Nato (Instr.		Beneficial Owne	rship	
Common Stoc	·k					993,599(2)		I ⁽¹⁾		Throu	ıgh Deerfield	l Partners, L.P.	3)	
Common Stock						245,000(2)		I ⁽¹⁾			Through Deerfield Special Situations Fund, L.P. ⁽³⁾			
Common Stoc	k					1,306,401(2)		I ⁽¹⁾		Throu Limit	-	l International		
Common Stoc	k					455,000(2)		I ⁽¹⁾			igh Deerfield International	l Special Situati l Limited ⁽⁴⁾	ions	
			(e.g			ve Securities Beneficially ants, options, convertib			s)					
1. Title of Derivative Security (Instr. 4) 2. Date Exercisable at Expiration Date (Month/Day/Year)				Expiration Date		3. Title and Amount of Securities Underlying Derivative Security (I		y (Instr. 4) Conve		version (5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
			Expiration Date	on Title		Amount or Number of Shares	Price of Derivative Security							
1. Name and Add Flynn Jame	dress of Reporting $\stackrel{\mathbf{es}}{E}$	g Person [*]												
(Last) 780 THIRD A 37TH FLOOF		(M	liddle)											
(Street) NEW YORK	NY	10	0017											
(City)	(State)	(Zi	ip)											
1. Name and Address of Reporting Person* DEERFIELD CAPITAL LP														
(Last)	(First)	(M	liddle)											

(Last) 780 THIRD AVEN	(First)	(Middle)						
37TH FLOOR								
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* Deerfield Special Situations Fund, L.P.								
(Last) 780 3RD AVENUE 37TH FLOOR	(First)	(Middle)						
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* DEERFIELD MANAGEMENT CO /NY								
(Last) 780 THIRD AVEN	(First) UE, 37TH FLOOR	(Middle)						
(Street) NEW YORK	NY	10017						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* <u>DEERFIELD INTERNATIONAL LTD</u>								
	(First) E MANAGEMENT (TRE, P.O. BOX 346							
(Street) ROAD TOWN, TORTOLA D8	D8	-						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* Deerfield Special Situations Fund International LTD								
(Last) (First) (Middle) C/O HEMISPHERE MANAGEMENT (B.V.I.) COLUMBUS CENTRE, P.O. BOX 3460								
(Street) ROAD TOWN, TORTOLA	D8	-						
(City)	(State)	(Zip)						

Explanation of Responses:

- 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 2/10/06. 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.

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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Names: Deerfield Capital L.P., Deerfield Partners, L.P.,
       Deerfield Special Situations Fund, L.P.,
       Deerfield Management Company, L.P.,
       Deerfield International Limited,
       Deerfield Special Situations Fund International Limited
Address: Deerfield Capital, L.P., Deerfield Partners, L.P., Deerfield Special Situations Fund, L.P.,
         Deerfield Management Company, L.P:
         780 Third Avenue, 37th Floor
         New York, NY 10017
         Deerfield International Limited, Deerfield Special Situations Fund
         International Limited:
         c/o Hemisphere Management (B.V.I.) Limited
         Bison Court, Columbus Centre, P.O. Box 3460
         Road Town, Tortola
         British Virgin Islands
Designated Filer: James E. Flynn
Issuer and Ticker Symbol: Dynavax Technologies Corp. (DVAX)
Date of Event Requiring Statement: January 31, 2006
The undersigned, Deerfield Capital, L.P., Deerfield Partners, L.P., Deerfield
Special Situations Fund, L.P., Deerfield Management Company, L.P., Deerfield
International Limited and Deerfield Special Situations Fund International
Limited are jointly filing the attached amended Initial Statement of Beneficial
Ownership on Form 3 with James E. Flynn with respect to the beneficial ownership
of securities of Inspire Pharmaceuticals, Inc.
Signatures:
DEERFIELD CAPITAL, L.P.
By: J.E. Flynn Capital LLC, General Partner
By: /s/ James E. Flynn
    James E. Flynn, Managing Member
DEERFIELD PARTNERS, L.P.
By: Deerfield Capital, L.P.
By: J.E. Flynn Capital LLC, General Partner
By: /s/ James E. Flynn
    James E. Flynn, Managing Member
DEERFIELD SPECIAL SITUATIONS FUND, L.P.
By: Deerfield Capital, L.P.
By: J.E. Flynn Capital LLC, General Partner
By: /s/ James E. Flynn
    James E. Flynn, Managing Member
DEERFIELD MANAGEMENT COMPANY, L.P.
By: Flynn Management LLC, General Partner
By: /s/ James E. Flynn
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James E. Flynn, Managing Member

By: Flynn Management LLC, General Partner By: /s/ James E. Flynn James E. Flynn, Managing Member DEERFIELD SPECIAL SITUATIONS FUND INTERNATIONAL LIMITED By: Deerfield Management Company By: Flynn Management LLC, General Partner By: /s/ James E. Flynn James E. Flynn, Managing Member

DEERFIELD INTERNATIONAL LIMITED

By: Deerfield Management Company