

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

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 28, 2020**

**Dynavax Technologies Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-34207**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**33-0728374**  
(IRS Employer  
Identification No.)

**2100 Powell Street, Suite 900  
Emeryville, CA 94608**  
(Address of principal executive offices, including zip code)

**(510) 848-5100**  
(Registrant's telephone number, including area code)

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class:</b>	<b>Trading symbol(s):</b>	<b>Name of each exchange on which registered:</b>
Common Stock, \$0.001 par value	DVAX	The Nasdaq Stock Market LLC

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

On May 28, 2020, the stockholders of Dynavax Technologies Corporation (the "Company") approved an amendment and restatement to the Company's 2018 Equity Incentive Plan (the "Plan") to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the Plan by 7,600,000. A summary of the Plan is set forth in the Company's definitive proxy statement ("Proxy Statement") on Schedule 14A, filed with the Securities and Exchange Commission on April 17, 2020.

## **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 28, 2020, the stockholders of the Company approved an amendment to the Company's Sixth Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock, par value \$0.001 from 139,000,000 shares to 278,000,000 shares. The increase in authorized shares was effected pursuant to a Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation (the "Certificate of Amendment"), filed with the Secretary of State of the State of Delaware on May 28, 2020. A copy of the Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated into this Item 5.03 by reference.

## **Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 28, 2020, the Company held its 2020 Annual Meeting of Stockholders (the "Annual Meeting") as a live interactive webcast at [www.virtualshareholdermeeting.com/DVAX2020](http://www.virtualshareholdermeeting.com/DVAX2020). A total of 87,599,440 shares of the Company's common stock were entitled to vote as of April 6, 2020, the record date for the Annual Meeting. There were 71,289,693 shares present in person or by proxy at the Annual Meeting, at which the stockholders were asked to vote on five (5) proposals. Set forth below are the matters acted upon by the stockholders, and the final voting results of each such proposal. The proposals are described in detail in the Company's Proxy Statement.

### Proposal 1. Election of Directors

The stockholders elected Daniel L. Kisner, M.D., Natale Ricciardi, and Ryan Spencer, as Class II Directors of the Company to hold office until the 2023 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified. The voting for each director was as follows:

Nominee	Votes Cast For	Votes Withheld	Broker Non-Votes
Daniel L. Kisner, M.D.	48,536,551	1,793,529	20,959,613
Natale Ricciardi	49,083,964	1,246,116	20,959,613
Ryan Spencer	49,248,725	1,081,355	20,959,613

### Proposal 2. Amendment to the Sixth Amended and Restated Certificate of Incorporation

The stockholders approved to amend the Company's Sixth Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 139,000,000 to 278,000,000. The votes were as follows:

For	Against	Abstain
63,223,637	7,854,950	211,106

### Proposal 3. Amendment and Restatement of the 2018 Equity Incentive Plan

The stockholders approved to amend and restate the Company's 2018 Equity Incentive Plan to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 7,600,000. The votes were as follows:

For	Against	Abstain	Broker Non-Votes
39,427,797	10,743,259	159,024	20,959,613

### Proposal 4. Advisory Vote on Executive Compensation

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement. The votes were as follows:

For	Against	Abstain	Broker Non-Votes
46,279,881	3,848,208	201,991	20,959,613

Proposal 5. Ratification of Selection of Independent Registered Public Accounting Firm

The stockholders ratified the selection of Ernst & Young LLP by the Audit Committee of the Board of Directors as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The votes were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
68,198,599	2,886,271	204,823

**Item 9.01. Financial Statements and Exhibits**

- (d) Exhibits. The following exhibit is filed herewith:

3.1 [Certificate of Amendment to the Sixth Amended and Restated Certificate of Incorporation.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dynavax Technologies Corporation

Date: May 29, 2020

By: /s/ STEVEN N. GERSTEN  
Steven N. Gersten  
Senior Vice President

**CERTIFICATE OF AMENDMENT OF THE  
SIXTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF  
DYNAVAX TECHNOLOGIES CORPORATION**

**DYNAVAX TECHNOLOGIES CORPORATION**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”), hereby certifies that:

**FIRST:** The name of the Corporation is **DYNAVAX TECHNOLOGIES CORPORATION**.

**SECOND:** The Corporation was originally incorporated under the same name and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 6, 2000.

**THIRD:** The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend its Sixth Amended and Restated Certificate of Incorporation as follows:

1. Article IV shall be amended and restated to read in its entirety as follows:

“The Corporation is authorized to issue two classes of stock to be designated, respectively, Common Stock and Preferred Stock. The Corporation shall be authorized to issue 278,000,000 shares of Common Stock at \$0.001 par value, and 5,000,000 shares of Preferred Stock at \$0.001 par value. The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors). The rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock or any series of Preferred Stock will be determined or altered by the Board of Directors. The Board of Directors shall also have the authority to fix or alter the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding), the number of shares of any series subsequent to the issue of shares of that series.”

**FOURTH:** Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted at the Annual Meeting of Stockholders held on May 28, 2020 in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 28th day of May, 2020.

**DYNAVAX TECHNOLOGIES CORPORATION**

By: /s/ Ryan Spencer  
Ryan Spencer, Chief Executive Officer