

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

DYNAVAX TECHNOLOGIES CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

33-0728374
(I.R.S. Employer Identification No.)

**2100 Powell Street, Suite 900
Emeryville, CA 94608
(510) 848-5100**
(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Dynavax Technologies Corporation 2018 Equity Incentive Plan
(Full Title of the Plan)

Kelly MacDonald
Senior Vice President, Chief Financial Officer
Dynavax Technologies Corporation
2100 Powell Street, Suite 900
Emeryville, CA 94608
(510) 848-5100
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

Steven M. Przesmicki, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

PART I

EXPLANATORY NOTE AND GENERAL INSTRUCTION E INFORMATION

This Registration Statement on Form S-8 is being filed by Dynavax Technologies Corporation (“Dynavax” or the “Company”) for the purpose of registering an additional 15,000,000 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), issuable under the Company’s 2018 Equity Incentive Plan (the “2018 EIP”). The shares of the Company’s Common Stock previously reserved for issuance under the 2018 EIP were registered on the Registrant’s Registration Statements on Form S-8 (File Nos. 333-225525, 333-233247, and 333-241674) filed with the Securities and Exchange Commission (the “Commission”) on [June 8, 2018](#), [August 13, 2019](#), and [August 6, 2020](#) (the “Prior Forms S-8”). This Registration Statement relates to securities of the same class as those to which the Prior Forms S-8 relate and is submitted in accordance with General Instruction E of Form S-8. Pursuant to General Instruction E of Form S-8, the contents of Prior Forms S-8 are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Commission on [February 28, 2022](#);
- the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022, filed with the Commission on [May 5, 2022](#);
- the Registrant’s Current Reports on Form 8-K, filed with the Commission on [March 16, 2022](#) and [May 26, 2022](#);
- the information specifically incorporated by reference into the Registrant’s Annual Report on Form 10-K referred to above from the Registrant’s definitive proxy statement relating to the Registrant’s 2022 annual meeting of stockholders, filed with the Commission on [April 14, 2022](#); and
- the description of the Registrant’s common stock set forth in the Registrant’s registration statement on Form 8-A, filed with the Commission on [February 6, 2004](#), including any amendments or reports filed for purpose of updating such description, including [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Commission on February 28, 2022.

All reports and other documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of filing such reports and documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits

Incorporation by Reference

Exhibit Number	Description	Exhibit Number	Filing	Filing Date	File No.
4.1	Sixth Amended and Restated Certificate of Incorporation.	3.1	S-1/A	February 5, 2004	333-109965
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation.	3.1	8-K	January 4, 2010	001-34207
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation.	3.1	8-K	January 5, 2011	001-34207
4.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation.	3.6	8-K	May 30, 2013	001-34207
4.5	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation.	3.1	8-K	November 10, 2014	001-34207
4.6	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation.	3.1	8-K	June 2, 2017	001-34207
4.7	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation.	3.1	8-K	July 31, 2017	001-34207
4.8	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation.	3.1	8-K	May 29, 2020	001-34207
4.9	Amended and Restated Bylaws.	3.8	10-Q	November 6, 2018	001-34207
4.10	Form of Specimen Common Stock Certificate.	4.2	S-1/A	January 16, 2004	333-109965
4.11	Indenture between Company and U.S. Bank National Association as trustee, dated May 13, 2021.	4.1	8-K	May 13, 2021	001-34207
4.12	Form of Global Note, representing Dynavax Technologies Corporation's 2.50% Convertible Senior Notes Due 2026 (included as Exhibit A to the Indenture filed as Exhibit 4.11).	4.1	8-K	May 13, 2021	001-34207
5.1*	Opinion of Cooley LLP.				
23.1*	Consent of Independent Registered Public Accounting Firm.				
23.2*	Consent of Cooley LLP (included in Exhibit 5.1).				
24.1*	Power of Attorney (included on the signature page to this Registration Statement).				
99.1	Dynavax Technologies Corporation 2018 Equity Incentive Plan.	Appendix A	DEF 14A	April 14, 2022	001-34207
107*	Filing Fee Table.				

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Emeryville, State of California, on this 2nd day of June 2022.

DYNAVAX TECHNOLOGIES CORPORATION

By: /s/ RYAN SPENCER
Ryan Spencer
Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below does hereby constitute and appoint Ryan Spencer and Kelly MacDonald, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her and in their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ RYAN SPENCER</u> Ryan Spencer	Chief Executive Officer (Principal Executive Officer)	<u>June 2, 2022</u>
<u>/s/ KELLY MACDONALD</u> Kelly MacDonald	Chief Financial Officer (Principal Financial Officer)	<u>June 2, 2022</u>
<u>/s/ JUSTIN BURGESS</u> Justin Burgess	Controller (Principal Accounting Officer)	<u>June 2, 2022</u>
<u>/s/ SCOTT MYERS</u> Scott Myers	Chairman of the Board	<u>June 2, 2022</u>

Signature	Title	Date
<u>/s/ FRANCIS R. CANO</u> Francis R. Cano, Ph.D.	Director	<u>June 2, 2022</u>
<u>/s/ JULIE EASTLAND</u> Julie Eastland	Director	<u>June 2, 2022</u>
<u>/s/ ANDREW A.F. HACK</u> Andrew A.F. Hack, M.D., Ph.D.	Director	<u>June 2, 2022</u>
<u>/s/ DANIEL L. KISNER</u> Daniel L. Kisner, M.D.	Director	<u>June 2, 2022</u>
<u>/s/ BRENT MACGREGOR</u> Brent MacGregor	Director	<u>June 2, 2022</u>
<u>/s/ PETER R. PARADISO</u> Peter R. Paradiso, Ph.D.	Director	<u>June 2, 2022</u>
<u>/s/ PEGGY V. PHILLIPS</u> Peggy V. Phillips	Director	<u>June 2, 2022</u>
<u>/s/ NATALE S. RICCIARDI</u> Natale S. Ricciardi	Director	<u>June 2, 2022</u>
<u>/s/ ELAINE D. SUN</u> Elaine D. Sun	Director	<u>June 2, 2022</u>

Steven M. Przesmicki
+1 858 550 6070
przes@cooley.com

June 2, 2022

Dynavax Technologies Corporation
2100 Powell Street, Suite 900
Emeryville, CA 94608

Ladies and Gentlemen:

We have acted as counsel to Dynavax Technologies Corporation, a Delaware corporation (the "**Company**") in connection with the filing of a Registration Statement on Form S-8 (the "**Registration Statement**") with the U.S. Securities and Exchange Commission covering the offering of up to 15,000,000 shares (the "**Shares**") of the Company's Common Stock, par value \$0.001 per share ("**Common Stock**"), issuable pursuant to the Company's 2018 Equity Incentive Plan (the "**2018 EIP**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectus, (b) the 2018 EIP, (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons other than by the Company, of all documents where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the 2018 EIP, the Registration Statement and related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY LLP

By: /s/ Steven M. Przesmicki
Steven M. Przesmicki

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Dynavax Technologies Corporation 2018 Equity Incentive Plan of our reports dated February 28, 2022, with respect to the consolidated financial statements of Dynavax Technologies Corporation and the effectiveness of internal control over financial reporting of Dynavax Technologies Corporation, included in its Annual Report on Form 10-K for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
June 2, 2022

Calculation of Filing Fee Table

Form S-8
(Form Type)

Dynavax Technologies Corporation
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.001 par value per share, reserved for future grant under the Dynavax Technologies Corporation 2018 Equity Incentive Plan	457(c) and 457(h)	15,000,000	\$11.43 ⁽²⁾	\$171,450,000.00	\$0.0000927	\$15,893.42
	Total Offering Amounts				\$171,450,000.00		\$15,893.42
	Total Fees Previously Paid						—
	Total Fee Offsets						—
	Net Fee Due						\$15,893.42

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of Dynavax Technologies Corporation’s (the “*Registrant*”) common stock, par value \$0.001 per share (the “*Common Stock*”), that become issuable under the Dynavax Technologies Corporation 2018 Equity Incentive Plan (as amended from time to time, the “*2018 Plan*”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.

(2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act. The offering price per share and the aggregate offering price are calculated based on the average of the high and low sale prices per share of the Common Stock as reported on The Nasdaq Capital Market on May 25, 2022, rounded up to the nearest cent.