

**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 of Incorporation)

33-0728374
(I.R.S. Employer Identification Number)

**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 Amended and Restated 2018 Equity Incentive Plan
(Full Title of the Plan)

Steven N. Gersten
Senior Vice President, General Counsel
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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share				
-- Amended and Restated 2018 Equity Incentive Plan	7,600,000	\$8.475	\$64,410,000	\$8,360.42

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Dynavax Technologies Corporation Amended and Restated 2018 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) of the Securities Act. The offering price per share and the aggregate offering price are based on the average of the high (\$9.02) and low (\$7.93) sales prices for the Common Stock reported by the Nasdaq Capital Market on August 3, 2020.

PART I

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 7,600,000 shares of the Registrant's Common Stock reserved for issuance under the Dynavax Technologies Corporation Amended and Restated 2018 Equity Incentive Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8

The contents of the Registration Statements on Form S-8 (File Nos [333-225525](#) and [333-233247](#)), filed with the Securities and Exchange Commission on June 8, 2018 and August 13, 2019 are incorporated by reference herein.

Item 8. Exhibits.

EXHIBITS

Incorporated by Reference

Exhibit Number	Document	Exhibit Number	Filing	Filing Date	File No.	Filed Herewith
4.1	Sixth Amended and Restated Certificate of Incorporation	3.1	S-1/A	February 5, 2004	333-109965	
4.2	Amended and Restated Bylaws	3.8	10-Q	November 6, 2018	001-34207	
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation	3.1	8-K	January 4, 2010	001-34207	
4.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation	3.1	8-K	January 5, 2011	001-34207	
4.5	Certificate of Amendment of Amended and Restated Certificate of Incorporation	3.6	8-K	May 30, 2013	001-34207	
4.6	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation	3.1	8-K	November 10, 2014	001-34207	
4.7	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation	3.1	8-K	June 2, 2017	001-34207	
4.8	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation	3.1	8-K	July 31, 2017	001-34207	
4.9	Certificate of Amendment of the Sixth Amended and Restated Certificate of Incorporation	3.1	8-K	May 29, 2020	001-34207	
4.10	Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock	3.1	8-K	August 8, 2019	001-34207	
4.11	Form of Specimen Common Stock Certificate	4.2	S-1/A	January 16, 2004	333-109965	
5.1	Opinion of Cooley LLP					X
23.1	Consent of Independent Registered Public Accounting Firm					X
23.2	Consent of Cooley LLP (contained in Exhibit 5.1 to this Registration Statement)					

24.1	Power of Attorney (see Signature Page)					
99.1	Dynavax Technologies Corporation Amended and Restated 2018 Equity Incentive Plan	10.1	10-Q	August 6, 2020	001-34207	
99.2	Form of Restricted Stock Unit Award Notice and Agreement used in connection with the Dynavax Technologies Corporation Amended and Restated 2018 Equity Incentive Plan	10.2	8-K	June 1, 2018	001-34207	
99.3	Form of Option Notice and Agreement used in connection with the Dynavax Technologies Corporation Amended and Restated 2018 Equity Incentive Plan	10.3	8-K	June 1, 2018	001-34207	

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 6th day of August 2020.

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, Steven N. Gersten and Michael Ostrach, 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 and Director <i>(Principal Executive Officer)</i>	<u>August 6, 2020</u>
<u>/s/ MICHAEL OSTRACH</u> Michael Ostrach	Senior Vice President, Chief Financial Officer and Chief Business Officer <i>(Principal Financial Officer)</i>	<u>August 6, 2020</u>
<u>/s/ JUSTIN BURGESS</u> Justin Burgess	Controller <i>(Principal Accounting Officer)</i>	<u>August 6, 2020</u>
<u>/s/ FRANCIS R. CANO</u> Francis R. Cano, Ph.D.	Director	<u>August 6, 2020</u>
<u>/s/ JULIE EASTLAND</u> Julie Eastland	Director	<u>August 6, 2020</u>
<u>/s/ ANDREW A.F. HACK</u> Andrew A.F. Hack, M.D., Ph.D.	Director	<u>August 6, 2020</u>
<u>/s/ DANIEL L. KISNER</u> Daniel L. Kisner, M.D.	Director	<u>August 6, 2020</u>
<u>/s/ BRENT MACGREGOR</u> Brent MacGregor	Director	<u>August 6, 2020</u>
<u>/s/ ARNOLD L. ORONSKY</u> Arnold L. Oronsky, Ph.D.	Director	<u>August 6, 2020</u>
<u>/s/ PEGGY V. PHILLIPS</u> Peggy V. Phillips	Director	<u>August 6, 2020</u>
<u>/s/ NATALE S. RICCIARDI</u> Natale S. Ricciardi	Director	<u>August 6, 2020</u>

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

August 6, 2020

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 7,600,000 shares of the Company’s Common Stock, par value \$0.001 per share (the “**Shares**”), issuable pursuant to the Company’s Amended and Restated 2018 Equity Incentive Plan (the “**Plan**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectus, the Plan, the Company’s certificate of incorporation and bylaws, each as currently in effect, and 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 of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery by all persons other than the Company of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. 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 Plan, the Registration Statement and the related prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain 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, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Dynavax Technologies Corporation Amended and Restated 2018 Equity Incentive Plan of our reports dated March 11, 2020, 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, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California
August 6, 2020

A member firm of Ernst & Young Global Limited