



SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-K/A**  
**Amendment No. 1**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 000-24647

**Dynavax Technologies Corporation**

*(Exact name of registrant as specified in its charter)*

**Delaware**

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

**33-0728374**

*(IRS Employer  
Identification No.)*

**2929 Seventh Street, Suite 100  
Berkeley, CA 94710-2753  
(510) 848-5100**

*(Address, including Zip Code, and telephone number, including area code, of the registrant's  
principal executive offices)*

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

Title of Each Class:

None

Name of Each Exchange on Which Registered:

None

**Securities Registered Pursuant to Section 12(g) of the Act:**

**Common Stock, par value \$0.001 per share**

*(Title of Class)*

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on June 30, 2005 as reported on the Nasdaq National Market, was approximately \$96,686,827. Shares of common stock held by each officer and director and by each person known to the Company who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 31, 2006, the registrant had outstanding 30,493,501 shares of common stock.



#### **EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to our Form 10-K is to correct Exhibits 31.1 and 31.2, which contained inadvertent omissions of a portion of paragraph 4 at the time they were filed with the original Form 10-K on March 16, 2006. No other items of the original Form 10-K are being amended.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### (a) Documents filed as part of this report:

##### 1. Financial Statements

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting  
Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements  
Consolidated Balance Sheets  
Consolidated Statements of Operations  
Consolidated Statement of Convertible Preferred Stock and Stockholders' Equity (Net Capital Deficiency)  
Consolidated Statements of Cash Flows  
Notes to Consolidated Financial Statements

##### 2. Financial Statement Schedules

None, as all required disclosures have been made in the Consolidated Financial Statements and notes thereto.

#### (b) Exhibits

<u>Exhibit Number</u>	<u>Document</u>
3.1*	Restated Certificate of Incorporation
3.2*	Amended and Restated Bylaws
4.1*	Specimen Stock Certificate
10.1*	Form of Indemnification Agreement between Dynavax Technologies Corporation and each of its executive officers and directors
10.2*	1997 Equity Incentive Plan, as amended
10.3*	2004 Stock Incentive Plan
10.4*	2004 Employee Stock Purchase Plan
10.5*†	Development Collaboration Agreement, dated June 10, 2003, between Dynavax Technologies Corporation and BioSeek, Inc.
10.6*†	License and Supply Agreement, dated October 28, 2003, between Dynavax Technologies Corporation and Berna Biotech AG
10.7*†	Exclusive License Agreement, dated March 26, 1997, between Dynavax Technologies Corporation and the Regents of the University of California, for Method, Composition and Devices for Administration of Naked Nucleotides which Express Biologically Active Peptides and Immunostimulatory Oligonucleotide Conjugates, including three amendments thereof.
10.8*†	Exclusive License Agreement, dated October 2, 1998, between Dynavax Technologies Corporation and the Regents of the University of California, for Compounds for Inhibition of Ceramide-Mediated Signal Transduction and New Anti-Inflammatory Inhibitors: Inhibitors of Stress Activated Protein Kinase Pathways, including one amendment thereof.

10.9*	Management Continuity Agreement, dated as of October 15,2003, between Dynavax Technologies Corporation and Dino Dina
10.10*	Management Continuity Agreement, dated as of September 2,2003, between Dynavax Technologies Corporation and Daniel Levitt
10.11*	Management Continuity and Severance Agreement, dated as of August 1, 2003, between Dynavax Technologies Corporation and William J. Dawson
10.12*	Management Continuity and Severance Agreement, dated as of August 1, 2003, between Dynavax Technologies Corporation and Stephen Tuck
10.13*	Management Continuity and Severance Agreement, dated as of August 1, 2003, between Dynavax Technologies Corporation and Robert Lee Coffman
10.14*	Management Continuity and Severance Agreement, dated as of August 1, 2003, between Dynavax Technologies Corporation and Gary Van Nest
10.15*	Lease, dated as of January 7, 2004, between Dynavax Technologies Corporation and 2929 Seventh Street, L.L.C.
10.16*	License and Development Agreement, dated February 5, 2004,between Dynavax Technologies Corporation and UCB Farchim, SA
10.17**	Management Continuity and Severance Agreement, dated as of August 27, 2004, between Dynavax Technologies Corporation and Timothy Henn
10.18**	Management Continuity and Severance Agreement, dated as of January 4, 2005, between Dynavax Technologies Corporation and Deborah A. Smeltzer
21.1***	Subsidiaries of Dynavax Technologies Corporation
23.1***	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1***	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2***	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\* Incorporated by reference to our Registration Statement on Form S-1 (File No. 333-109965) and amendments thereto

\*\* Incorporated by reference to our Reports on Form 8-K, dated August 23, 2004 and January 5, 2005

\*\*\* Previously filed with our Annual Report on Form 10-K filed on March 16, 2006

† We have been granted confidential treatment with respect to certain portions of this agreement. Omitted portions have been filed separately with the Securities and Exchange Commission

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto due authorized, in the City of Berkeley, State of California.

### DYNAVAX TECHNOLOGIES CORPORATION

By: /s/ DINO DINA, M.D.  
Dino Dina, M.D.  
President, Chief Executive Officer and Director  
(Principal Executive Officer)

Date: April 7, 2006

By: /s/ DEBORAH A. SMELTZER  
Deborah A. Smeltzer  
Vice President, Operations and  
Chief Financial Officer  
(Principal Financial Officer)

Date: April 7, 2006

By: /s/ TIMOTHY G. HENN  
Timothy G. Henn  
Vice President, Finance and Administration and  
Chief Accounting Officer  
(Principal Accounting Officer)

Date: April 7, 2006

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DINO DINA, M.D.</u> Dino Dina, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	April 7, 2006
<u>/s/ DEBORAH A. SMELTZER</u> Deborah A. Smeltzer	Vice President, Operations and Chief Financial Officer (Principal Financial Officer)	April 7, 2006
<u>/s/ TIMOTHY G. HENN</u> Timothy G. Henn	Vice President, Finance & Administration and Chief Accounting Officer (Principal Accounting Officer)	April 7, 2006
<u>/s/ ARNOLD ORONSKY, PH.D.*</u> Arnold Oronsky, Ph.D.	Chairman of the Board	April 7, 2006
<u>/s/ NANCY L. BUC*</u> Nancy L. Buc	Director	April 7, 2006
<u>/s/ DENNIS CARSON, M.D.*</u> Dennis Carson, M.D.	Director	April 7, 2006
<u>/s/ DANIEL S. JANNEY*</u> Daniel S. Janney	Director	April 7, 2006
<u>/s/ JAN LESCHLY*</u> Jan Leschly	Director	April 7, 2006
<u>/s/ DENISE M. GILBERT, Ph.D.*</u> Denise M. Gilbert, Ph.D.	Director	April 7, 2006
<u>/s/ STANLEY A. PLOTKIN, M.D.*</u> Stanley A. Plotkin, M.D.	Director	April 7, 2006

By: \*/s/ DEBORAH A. SMELTZER  
Deborah A. Smeltzer  
Attorney-in-Fact





**Rule 13a-14(a) Certification of Chief Executive Officer****CERTIFICATIONS**

I, Dino Dina, M.D., certify that:

1. I have reviewed this annual report on Form 10-K of Dynavax Technologies Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
  - d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably like to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 7, 2006

By: /s/ DINO DINA, M.D.

Dino Dina, M.D.

President, Chief Executive Officer and Director  
(Principal Executive Officer)

**Rule 13a-14(a) Certification of Chief Financial Officer****CERTIFICATIONS**

I, Deborah A. Smeltzer, certify that:

1. I have reviewed this annual report on Form 10-K of Dynavax Technologies Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) designed such internal control over financial reporting, or cause such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
  - d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably like to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 7, 2006

By: /s/ DEBORAH A. SMELTZER  
 Deborah A. Smeltzer  
 Vice President, Operations and Chief Financial Officer  
 (Principal Financial Officer)