

Edgar Filing: DYNAVAX TECHNOLOGIES CORP - Form SC 13G

DYNAVAX TECHNOLOGIES CORP
Form SC 13G
February 04, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Amendment No. __)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

DYNAVAX TECHNOLOGIES CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

268158102

(CUSIP Number)

December 31, 2004

(Date of Event That Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 268158102

Page 2 of 2

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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Alta Partners

(2) Check The Appropriate Box If A Member Of A Group (a)
(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Number Of Shares	Please see Attachment A	
Beneficially Owned	(5) Sole Voting Power	-0-
By Each Reporting		
Person With	(6) Shared Voting Power	1,522,186
	(7) Sole Dispositive Power	-0-
	(8) Shared Dispositive Power	1,522,186

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,522,186 Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.2% Please see Attachment A

(12) Type Of Reporting Person

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 268158102

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta California Partners, L. P.

(2) Check The Appropriate Box If A Member Of A Group (a)
(b)

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(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Number Of Shares	Please see Attachment A	
Beneficially Owned	(5) Sole Voting Power	-0-
By Each Reporting		
Person With	(6) Shared Voting Power	1,522,186
	(7) Sole Dispositive Power	-0-
	(8) Shared Dispositive Power	1,522,186

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,522,186 Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.2% Please see Attachment A

(12) Type Of Reporting Person

PN

CUSIP No. 268158102

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta California Management Partners, L. P.

(2) Check The Appropriate Box If A Member Of A Group

(a)
(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

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Delaware

Number Of Shares Beneficially Owned By Each Reporting Person With		Please see Attachment A		
		(5)	Sole Voting Power	-0-

		(6)	Shared Voting Power	1,522,186

		(7)	Sole Dispositive Power	-0-

		(8)	Shared Dispositive Power	1,522,186

(9)	Aggregate Amount Beneficially Owned By Each Reporting Person			
	1,522,186	Please see Attachment A		

(10)	Check If The Aggregate Amount In Row (11) Excludes Certain Shares*			

(11)	Percent Of Class Represented By Amount In Row (11)			
	6.2%	Please see Attachment A		

(12)	Type Of Reporting Person			

PN

CUSIP No. 268158102

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(1)	Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons		
	Alta Embarcadero Partners, LLC		
(2)	Check The Appropriate Box If A Member Of A Group		(a) (b)
(3)	SEC Use Only		
(4)	Citizenship or Place of Organization		
	California		
Number Of Shares Beneficially Owned By Each Reporting Person With	Please see Attachment A		
	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,522,186

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	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,522,186

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,522,186 Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.2% Please see Attachment A

(12) Type Of Reporting Person

CO

CUSIP No. 268158102

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Jean Deleage

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number Of Shares Beneficially Owned By Each Reporting Person With

Please see Attachment A

(5)	Sole Voting Power	-0-
(6)	Shared Voting Power	1,522,186
(7)	Sole Dispositive Power	-0-
(8)	Shared Dispositive Power	1,522,186

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(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,522,186 Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.2% Please see Attachment A

(12) Type Of Reporting Person

IN

CUSIP No. 268158102

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Garrett Gruener

(2) Check The Appropriate Box If A Member Of A Group

(a)

(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number Of Shares Beneficially Owned By Each Reporting Person With	Please see Attachment A		
	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,522,186
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,522,186

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,522,186 Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

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(11) Percent Of Class Represented By Amount In Row (11)

6.2% Please see Attachment A

(12) Type Of Reporting Person

IN

CUSIP No. 268158102

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(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Guy Nohra

(2) Check The Appropriate Box If A Member Of A Group

(a)
(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number Of Shares
Beneficially Owned
By Each Reporting
Person With

Please see Attachment A

(5) Sole Voting Power -0-

(6) Shared Voting Power 1,486,714

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power 1,486,714

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,486,714 Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.0% Please see Attachment A

(12) Type Of Reporting Person

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IN

Item 1.

(a) Name of Issuer: Dynavax Technologies Corporation ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

2929 7th Street, Suite 130
Berkeley, CA 94710

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")
Alta California Partners, L.P. ("ACP")
Alta California Management Partners, L.P. ("ACMP")
Alta Embarcadero Partners, LLC ("AEP")
Jean Deleage ("JD")
Garrett Gruener ("GG")
Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050
San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities:	AP	-	California
	ACP	-	Delaware
	ACMP		Delaware
	AEP		California
Individuals:	JD		United States
	GG		United States
	GN		United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 268158102

Item 3. Not applicable.

Item 4 Ownership.

Please see Attachment A

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		AP	ACP	ACMP	AEP	JD	GG
(a)	Beneficial Ownership	1,522,186	1,522,186	1,522,186	1,522,186	1,522,186	1,522,186
(b)	Percentage of Class	6.2%	6.2%	6.2%	6.2%	6.2%	6.2%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Voting Power	1,522,186	1,522,186	1,522,186	1,522,186	1,522,186	1,522,186
	Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Dispositive Power	1,522,186	1,522,186	1,522,186	1,522,186	1,522,186	1,522,186

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

A: Joint Filing Statement

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3, 2005

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.

By: /s/ Jean Deleage

Jean Deleage, President

By: /s/ Guy Nohra

Guy Nohra, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Guy Nohra

Guy Nohra, General Partner

By: /s/ Jean Deleage

Jean Deleage, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

EXHIBIT A

AGREEMENT OF JOINT FILING

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: February 3, 2005

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

ALTA PARTNERS

By: /s/ Jean Deleage

Jean Deleage, President

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

By: /s/ Guy Nohra

Guy Nohra, General Partner

/s/ Jean Deleage

Jean Deleage

/s/ Garrett Gruener

Garrett Gruener

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.

By: /s/ Guy Nohra

Guy Nohra, General Partner

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

Jean Deleage, Member

/s/ Guy Nohra

Guy Nohra

Attachment A

Alta Partners provides investment advisory services to several venture capital funds including, Alta California Partners L.P. and Alta Embarcadero Partners, LLC. Alta California Partners, L.P. beneficially owns 1,486,714 shares of Common Stock and Alta Embarcadero Partners, LLC beneficially owns 35,472 shares of Common Stock. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power in respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.), and members of Alta Embarcadero Partners, LLC. As general partners and members of such entities, they may be deemed to share voting and investment powers over the shares held by such funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and

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dispositive powers over the 1,486,714 shares of Common Stock beneficially owned by Alta California Partners, L.P. and the 35,472 shares of Common Stock beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Mr. Jean Deleage is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 1,486,714 shares of Common Stock beneficially owned by Alta California Partners, L.P. and the 35,472 shares of Common Stock beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) Thus he currently shares voting and dispositive powers over the 1,486,714 shares of Common Stock beneficially owned by Alta California Partners, L.P. He disclaims beneficial ownership of all such shares held by the foregoing fund except to the extent of his proportionate pecuniary interests therein.

Alta Partners is a venture capital company with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership and Alta Embarcadero Partners, LLC is a California Limited Liability Company.