

AmpliPhi Biosciences Corp  
 Form 3/A  
 February 24, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |   |   |  |  |
|--|--|---|---|--|--|
| 1. Name and Address of Reporting Person *<br>Â WILLIAMS GWYNN<br>(Last) (First) (Middle)<br><br>BALLCARRICK,<br>POOILVASSISH ROAD<br>(Street)<br><br>CASTLETOWN, Â Y8Â IM9 4PJ<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/18/2014 | 3. Issuer Name and Ticker or Trading Symbol<br>AmpliPhi Biosciences Corp [APHB] | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>___ Director ___X___ 10% Owner<br>___ Officer ___ Other<br>(give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year)<br>02/18/2014 | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
|--|--|---|---|--|--|

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year)<br><br>Date Exercisable      Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title      Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|--|--|

(Instr. 5)

|                                      |            |            |              |            |         |   |                         |
|--------------------------------------|------------|------------|--------------|------------|---------|---|-------------------------|
| Series B Convertible Preferred Stock | 06/26/2013 | Â (1)      | Common Stock | 32,250,610 | \$ (2)  | I | By Pendinas Limited (3) |
| Warrant (right to buy)               | 02/04/2013 | 02/04/2018 | Common Stock | 4,351,816  | \$ 0.14 | I | By Pendinas Limited (3) |
| Warrant (right to buy)               | 03/12/2013 | 03/04/2018 | Common Stock | 892,857    | \$ 0.14 | I | By Pendinas Limited (3) |
| Warrant (right to buy)               | 04/12/2013 | 04/12/2018 | Common Stock | 892,857    | \$ 0.14 | I | By Pendinas Limited (3) |
| Warrant (right to buy)               | 05/13/2013 | 05/13/2018 | Common Stock | 892,857    | \$ 0.14 | I | By Pendinas Limited (3) |
| Warrant (right to buy)               | 06/26/2013 | 06/26/2018 | Common Stock | 8,062,652  | \$ 0.14 | I | By Pendinas Limited (3) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WILLIAMS GWYNN<br>BALLCARRICK, POOILVASSISH ROAD<br>CASTLETOWN,Â Y8Â IM9 4PJ | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Gwynn Williams 02/24/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The convertible preferred stock is convertible at any time, at the holder's election, and has no expiration date.
- (2) Pursuant to its terms, each share of Series B Convertible Preferred Stock is convertible into ten (10) shares of Common Stock.

- (3) Gwynn Williams controls Pendinas Limited. Shares held by this entity may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Act of 1934, as amended) by Mr. Williams. Mr. Williams disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.