

AmpliPhi Biosciences Corp
 Form 3/A
 February 24, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

Table I - Non-Derivative Securities Beneficially Owned

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

(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 BALLCARRICK, POOILVASSISH ROAD 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.