

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 *

WILLIAMS GWYNN
 (Last) (First) (Middle)

BALLCARRICK,
 POOILVASSISH ROAD

(Street)

CASTLETOWN, Y8 IM9 4PJ

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/18/2014

3. Issuer Name and Ticker or Trading Symbol
 AmpliPhi Biosciences Corp [APHB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
 ____ Officer ____ Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

02/18/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

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)

(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.

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