

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



FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

OMB APPROVAL	
OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per form.....1	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Common Stock Warrant Issuance

1107332

Filing Under (Check box(es) that apply):

Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing:

New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Dendreon Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code)

3005 First Avenue, Seattle, WA 98121

Telephone Number (Including Area Code)

(206) 256-4545

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

**PROCESSED
SEP 06 2002
THOMSON
FINANCIAL**

Brief Description of Business

Development of cellular immunotherapies for the treatment of cancer and infectious disease.

Type of Business Organization

corporation limited partnership, already formed
 business trust limited partnership, to be formed

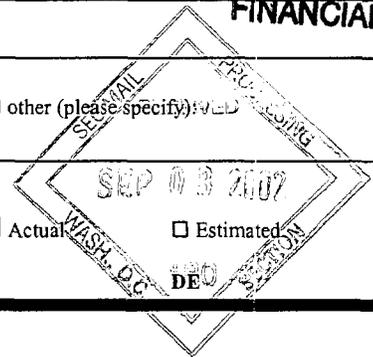
other (please specify):

Actual or Estimated Date of Incorporation or Organization:

Month: **August** Year: **1992**

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction)

Actual Estimated



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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 control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Henney, Christopher, Ph.D., D.Sc

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Dendreon Corporation 3005 First Avenue, Seattle, Washington 98121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Urdal, David

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Dendreon Corporation 3005 First Avenue, Seattle, Washington 98121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Gold, Mitchell

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Dendreon Corporation 3005 First Avenue, Seattle, Washington 98121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Simonetti, Martin

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Dendreon Corporation 3005 First Avenue, Seattle, Washington 98121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

George, T. Dennis

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Dendreon Corporation 3005 First Avenue, Seattle, Washington 98121

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Box(es) that Apply:

Full Name (Last name first, if individual)

Canet, Gerardo

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o IntegraMed America, One Manhattanville Road, Purchase, New York 10577-2100

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Boxes that Apply:

Full Name (Last name first, if individual)

Crouse, William W.

Business or Residence Address (Number and Street, City, State, Zip Code)

44 Nassau Street, Princeton, New Jersey 08542

Check Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
 Boxes that Apply:

Full Name (Last name first, if individual)

Dziurzynski, Bogdan

Business or Residence Address (Number and Street, City, State, Zip Code)

Sweetwater, Route 617, P.O. Box 96, Cardinal, VA 23025

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Harris, Timothy

Business or Residence Address (Number and Street, City, State, Zip Code)
10505 Roselle Street, San Diego, California 92121

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Kunath, Ruth.

Business or Residence Address (Number and Street, City, State, Zip Code)
505 Fifth Avenue South, Suite 900, Seattle, WA 98104

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Shaw, Ralph

Business or Residence Address (Number and Street, City, State, Zip Code)
3438 SW Brentwood Drive, Portland, Oregon 97201

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Watson, Douglas

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Pittencrieff Glenn Associates, 52 Liberty Corner Road, Far Hills, New Jersey 07931

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Vulcan Ventures, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
505 Fifth Avenue South, Suite 900, Seattle, WA 98104

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Healthcare Ventures

Business or Residence Address (Number and Street, City, State, Zip Code)
44 Nassau Street, Princeton, New Jersey 08542

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes X No ___

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ none

3. Does the offering permit joint ownership of a single unit?..... Yes ___ No X

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

NONE

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RJ] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RJ] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RJ] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [VA] [WV] [WI] [WY] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) (Warrants *)	\$ _____ *	\$ _____ *
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ _____ *	\$ _____ *

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4	\$ _____ *
Non-accredited Investors	3	\$ _____ *
Total (for filings under Rule 504 only)	N/A	\$ _____ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ _____ N/A
Regulation A	N/A	\$ _____ N/A
Rule 504	N/A	\$ _____ N/A
Total	N/A	\$ _____ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ _____ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ _____ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ _____ 5,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ _____ 0
Engineering Fees	<input checked="" type="checkbox"/>	\$ _____ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ _____ 0
Other Expenses (Identify): Blue Sky	<input checked="" type="checkbox"/>	\$ _____ 150
Total	<input checked="" type="checkbox"/>	\$ _____ 5,150

*See Annex 1 Attached hereto and incorporated herein by reference.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

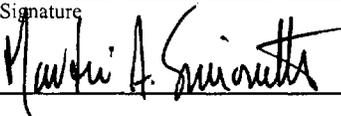
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" \$ _____ *

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____ *
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____ *
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ _____ *	

D. FEDERAL SIGNATURE

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
DENDREON CORPORATION		4/29/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Martin A. Simonetti	Senior Vice President, Finance, Chief Financial Officer and Treasurer	

*See Annex 1 Attached hereto and incorporated herein by reference.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

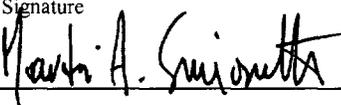
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to any state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) DENDREON CORPORATION	Signature 	Date 8/29/02
Name (Print or Type) Martin A. Simonetti	Title (Print or Type) Senior Vice President, Finance, Chief Financial Officer and Treasurer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

DENDREON CORPORATION

Appendix to Section

In connection with a Consulting Agreement between Dendreon Corporation (the "Company") and Shoreline Pacific, LLC ("Shoreline"), the Company has issued or will issue warrants to purchase up to 60,000 shares of its common stock to certain employees of Shoreline.

Of the warrants, warrants to purchase an aggregate of 30,000 shares of the Company's common stock may be exercised at any time after issuance on August 19, 2002 and before August 19, 2007 and warrants to purchase an aggregate of 30,000 shares of the Company's common stock may be exercised at any time after June 1, 2003 (when they will be issued) and before June 1, 2008.

The exercise prices for the warrants are as follows:

- an aggregate of 30,000 shares at an exercise price equal to \$2.50, the average of the closing price of the Company's common stock on the Nasdaq National Market for each trading day from July 25, 2002 through July 28, 2002; and
- an aggregate of 30,000 shares at an exercise price equal to the average of the closing prices of the Company's common stock on the Nasdaq National Market for the fifteen trading days immediately preceding and the fifteen trading days immediately succeeding and including June 1, 2003.