

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2011-03-07** | Period of Report: **2011-02-26**  
SEC Accession No. **0001140361-11-014716**

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### REPORTING OWNER

#### NEW YORK LIFE INVESTMENT MANAGEMENT MEZZANINE PARTNERS LP

CIK: **1193500**

Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668758**

Business Address  
51 MADISON AVENUE  
SUITE 3009  
NEW YORK NY 10010  
212-576-6500

#### NYLIM MEZZANINE PARTNERS PARALLEL FUND L P

CIK: **1259536**

Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668759**

Business Address  
51 MADISON AVE  
SUITE 3009  
NEW YORK NY 10010  
212-576-6500

#### NYLCAP Manager LLC

CIK: **1292892**

Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668754**

Mailing Address	Business Address
51 MADISON AVENUE, ROOM 3009	212-576-6500
NEW YORK NY 10010	

### ISSUER

#### DynaVox Inc.

CIK: **1479426** | IRS No.: **271507281** | Fiscal Year End: **0702**  
SIC: **7373** Computer integrated systems design

Mailing Address	Business Address
2100 WHARTON STREET SUITE 400 PITTSBURGH PA 15203	2100 WHARTON STREET SUITE 400 PITTSBURGH PA 15203 (412) 381-4883

#### NEW YORK LIFE INSURANCE CO

CIK: **71633** | State of Incorp.: **NY** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668761**

Mailing Address	Business Address
51 MADISON AVE ROOM 207 ATTN INVESTMENT DEPT VENTURE CAP GROUP NEW YORK NY 10010	51 MADISON AVE ROOM 207 ATTN INVESTMENT DEPT VENTURE CAP GROUP NEW YORK NY 10010 2125766806

#### New York Life Capital Partners, L.P.

CIK: **1513533** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668753**

Mailing Address	Business Address
51 MADISON AVENUE, 16TH FLOOR NEW YORK NY 10010	51 MADISON AVENUE, 16TH FLOOR NEW YORK NY 10010 (212) 576-6500

#### NYLIM Mezzanine GenPar, LP

Mailing Address	Business Address
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CIK:**1513539** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668757**

51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010

51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010  
(212) 576-6500

## New York Life Capital Partners, LLC

CIK:**1513540** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668755**

Mailing Address  
51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010

Business Address  
51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010  
(212) 576-6500

## NYLIM Mezzanine GenPar, GP, LLC

CIK:**1513541** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668756**

Mailing Address  
51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010

Business Address  
51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010  
(212) 576-6500

## New York Life Investment Management Holdings LLC

CIK:**1513831** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: **001-34716** | Film No.: **11668760**

Mailing Address  
51 MADISON AVENUE, 16TH  
FLOOR  
NEW YORK NY 10010

Business Address  
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FLOOR  
NEW YORK NY 10010  
(212) 576-6500

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0104  
 Expires: 02/28/2011  
 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

1. Name and Address of Reporting Person <input type="checkbox"/> <u>NEW YORK LIFE INSURANCE CO</u>  (Last) (First) (Middle)  <u>51 MADISON AVENUE</u>  (Street)  <u>NEW YORK, NY 10010</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year)  <u>02/26/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>DynaVox Inc. [DVOX]</u>  4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check applicable line) _____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person
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**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)
Class A Common Stock	2,788	I	See footnote <sup>(1)</sup>
Class B Common Stock	1	I	See footnote <sup>(2)</sup>
Class B Common Stock	1	I	See footnote <sup>(3)</sup>
Class B Common Stock	1	I	See footnote <sup>(4)</sup>

**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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Units of DynaVox Systems Holdings	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	783,158	<sup>(5)</sup>	I	See footnote <sup>(6)</sup>
Units of DynaVox Systems Holdings	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	308,280	<sup>(5)</sup>	I	See footnote <sup>(7)</sup>
Units of DynaVox Systems Holdings	<sup>(5)</sup>	<sup>(5)</sup>	Class A Common Stock	142,278	<sup>(5)</sup>	I	See footnote <sup>(8)</sup>

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">NEW YORK LIFE INSURANCE CO</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">New York Life Investment Management Holdings LLC</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">NYLIM MEZZANINE PARTNERS PARALLEL FUND L P</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">NEW YORK LIFE INVESTMENT MANAGEMENT MEZZANINE PARTNERS LP</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">NYLIM Mezzanine GenPar, LP</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">NYLIM Mezzanine GenPar, GP, LLC</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">New York Life Capital Partners, LLC</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">New York Life Capital Partners, L.P.</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		
<a href="#">NYLCAP Manager LLC</a> 51 MADISON AVENUE NEW YORK, NY 10010		X		

#### Explanation of Responses:

- The shares are held in an account for the benefit of New York Life Insurance Company ("NYLIC") and are managed on its behalf by a wholly-owned subsidiary of New York Life Investment Management Holdings LLC ("NYLIMH"), a wholly-owned subsidiary of NYLIC.
- This share is owned directly by New York Life Capital Partners, L.P. ("NYLCAP") and indirectly by each of the following: (i) New York Life Capital Partners, L.L.C. ("NYLCAP GP"), which is the general partner of NYLCAP, (ii) NYLCAP Manager LLC ("NYLCAP Manager"), which is the investment manager of NYLCAP and the sole member of NYLCAP GP, (iii) NYLIMH, which wholly-owns NYLCAP Manager, and (iv) NYLIC, which wholly-owns NYLIMH. NYLCAP may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act with securityholders who are party to that certain Amended and Restated Securityholders Agreement, dated as of April 20, 2010, which is described in the Reporting Persons' Schedule 13D filed on March 7, 2011 (the "Securityholders Agreement").
- This share is owned directly by New York Life Investment Management Mezzanine Partners, LP ("NYL Mezz Main"), and indirectly by each of the following: (i) NYLIM Mezzanine GenPar, LP ("NYL MezzGP"), which is the general partner of NYL Mezz Main, (ii) NYLIM Mezzanine GenPar GP, LLC ("Mezz GP of GP"), which is the general partner of NYL MezzGP, (iii) NYLCAP Manager, which is the investment manager of NYL Mezz Main and the sole member of Mezz GP of GP, (iv) NYLIMH, which wholly-owns NYLCAP Manager, and (iv) NYLIC, which wholly-owns NYLIMH. NYL Mezz Main may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act with securityholders who are party to that certain Securityholders Agreement.
- This share is owned directly by NYLIM Mezzanine Partners Parallel Fund, LP ("NYL Mezz Parallel"), and indirectly by each of the following: (i) NYL MezzGP, which is the general partner of NYL Mezz Parallel, (ii) Mezz GP of GP, which is the general partner of NYL MezzGP, (iii) NYLCAP Manager, which is the investment manager of NYL Mezz Parallel and the sole member of Mezz GP of GP, (iv) NYLIMH, which wholly-owns NYLCAP Manager, and (iv) NYLIC, which wholly-owns NYLIMH. NYL Mezz Parallel may be deemed to be a member of a "group" for purposes of Section 13(d) of the Exchange Act with securityholders who are party to that certain Securityholders Agreement.
- Pursuant to the terms of an exchange agreement, units of DynaVox Systems Holdings LLC are exchangeable for shares of Class A common stock of DynaVox Inc. on a one-for-one basis from and after April 27, 2011, which is the first anniversary of the closing of DynaVox Inc.'s initial public offering.
- These units are owned directly by NYLCAP and indirectly by each of the following: (i) NYLCAP GP, which is the general partner of NYLCAP, (ii) NYLCAP Manager, which is the investment manager of NYLCAP and the sole member of NYLCAP GP, (iii) NYLIMH, which wholly-owns NYLCAP Manager, and (iv) NYLIC, which wholly-owns NYLIMH.
- These units are owned directly by NYL Mezz Main, and indirectly by each of the following: (i) NYL MezzGP, which is the general partner of NYL Mezz Main, (ii) Mezz GP of GP, which is the general partner of NYL MezzGP, (iii) NYLCAP Manager, which is the investment manager of NYL Mezz Main and the sole member of Mezz GP of GP, (iv) NYLIMH, which wholly-owns NYLCAP Manager, and (iv) NYLIC, which wholly-owns NYLIMH.

8. These units are owned directly by NYL Mezz Parallel, and indirectly by each of the following: (i) NYL MezzGP, which is the general partner of NYL Mezz Parallel, (ii) Mezz GP of GP, which is the general partner of NYL MezzGP, (iii) NYLCAP Manager, which is the investment manager of NYL Mezz Parallel and the sole member of Mezz GP of GP, (iv) NYLIMH, which wholly-owns NYLCAP Manager, and (iv) NYLIC, which wholly-owns NYLIMH.

### Signatures

<u>/s/ Robert M. Barrack, as Chief Operating Officer of NYLCAP Manager LLC, the investment manager of New York Life Capital Partners, L.P.</u>	<u>03/07/2011</u>
<u>/s/ Robert M. Barrack, as Chief Operating Officer of New York Life Capital Partners, L.L.C.</u>	<u>03/07/2011</u>
<u>/s/ Robert M. Barrack, as Chief Operating Officer of NYLCAP Manager LLC</u>	<u>03/07/2011</u>
<u>/s/ Yie-Hsin Hung, as Senior Managing Director of New York Life Investment Management Holdings LLC</u>	<u>03/07/2011</u>
<u>/s/ William Y. Cheng, as Vice President of New York Life Insurance Company</u>	<u>03/07/2011</u>
<u>/s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine GenPar, LP, the general partner of New York Life Investment Management Mezzanine Partners, LP</u>	<u>03/07/2011</u>
<u>/s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine GenPar, LP, the general partner of NYLIM Mezzanine Partners Parallel Fund, LP</u>	<u>03/07/2011</u>
<u>/s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine GenPar, LP</u>	<u>03/07/2011</u>
<u>/s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC</u>	<u>03/07/2011</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

## JOINT FILING INFORMATION

Reporting Person: NEW YORK LIFE INSURANCE COMPANY

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring  
Statement: 2/26/2011

Signature: /s/ William Y. Cheng, as Vice President of New York Life Insurance Company  
William Y. Cheng, as Vice President of New York Life Insurance Company

Reporting Person: NEW YORK LIFE CAPITAL PARTNERS, L.P.

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring  
Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer of NYLCAP  
Manager LLC, the investment manager of New York Life Capital Partners, L.P.  
Robert M. Barrack, as Chief Operating Officer of NYLCAP Manager  
LLC, the investment manager of New York Life Capital Partners, L.P.

Reporting Person: NEW YORK LIFE CAPITAL PARTNERS, L.L.C.

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring  
Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer  
of New York Life Capital Partners, L.L.C.  
Robert M. Barrack, as Chief Operating Officer of  
New York Life Capital Partners, L.L.C.

Reporting Person: NYLCAP MANAGER LLC

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer of NYLCAP Manager LLC  
Robert M. Barrack, as Chief Operating Officer  
of NYLCAP Manager LLC

Reporting Person: NEW YORK LIFE INVESTMENT MANAGEMENT HOLDINGS LLC

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring Statement: 2/26/2011

Signature: /s/ Yie-Hsin Hung, as Senior Managing Director of New York Life Investment Management Holdings LLC  
Yie-Hsin Hung, as Senior Managing Director  
of New York Life Investment Management Holdings LLC

Reporting Person: NEW YORK LIFE INVESTMENT MANAGEMENT MEZZANINE PARTNERS, LP

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine GenPar, LP, the general partner of New York Life Investment Management Mezzanine Partners, LP  
Robert M. Barrack, as Chief Operating Officer  
of NYLIM Mezzanine GenPar GP, LLC, the general partner of  
NYLIM Mezzanine GenPar, LP, the general partner of  
New York Life Investment Management Mezzanine Partners, LP

Reporting Person: NYLIM MEZZANINE PARTNERS PARALLEL FUND, LP

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine Partners Parallel Fund, LP  
Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine Partners Parallel Fund, LP

Reporting Person: NYLIM MEZZANINE GENPAR, LP

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general partner of NYLIM Mezzanine Partners Parallel Fund, LP  
Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC, the general Partner of NYLIM Mezzanine GenPar, LP

Reporting Person: NYLIM MEZZANINE GENPAR GP, LLC

Address: 51 MADISON AVENUE  
NEW YORK, NY 10010

Designated Filer: NEW YORK LIFE INSURANCE COMPANY

Issuer and Symbol: DYNAVOX INC. (DVOX)

Date of Event Requiring Statement: 2/26/2011

Signature: /s/ Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC  
Robert M. Barrack, as Chief Operating Officer of NYLIM Mezzanine GenPar GP, LLC