

NOVAVAX INC  
Form 8-K  
May 21, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported) May 18, 2012**

**NOVAVAX, INC.**

**(Exact name of Registrant as specified in its charter)**

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Delaware   | 0-26770                  | 22-2816046                           |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**9920 Belward Campus Drive**

20850

**Rockville, Maryland**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (240)  
268-2000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On April 27, 2010, the Securities and Exchange Commission (the “Commission”) declared effective the Registration Statement on Form S-3 (File No. 333-165496) of Novavax, Inc. (the “Company”) originally filed on March 16, 2010 with the Commission (the “Registration Statement”). The Registration Statement permits the Company to issue, in one or more offerings, shares of common stock, preferred stock, warrants or units at an aggregate initial offering price not to exceed \$150,000,000.

On May 18, 2012, the Company agreed to sell, directly to one or more affiliates of RA Capital Management, LLC, 10,000,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), at a price equal to \$1.22 per Share. The Company will not pay any underwriting discounts or commissions on this transaction, so the proceeds to the Company, before expenses, will be approximately \$12.2 million. The Company estimates that total expenses of this offering will be approximately \$100,000.

In connection with the offering, the Company is filing as exhibits to this Current Report on Form 8-K the following documents:

- as Exhibits 5.1 and 23.1, the legal opinion and consent of Ropes & Gray LLP relating to the Shares to be issued and sold in the offerings;
- as Exhibit 99.1, a press release announcing the offering.

The Company’s press release announcing the offerings is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 5.1         | Opinion of Ropes & Gray LLP.                                  |
| 23.1        | Consent of Ropes & Gray LLP (contained in Exhibit 5.1 above). |
| 99.1        | Press Release of the Company dated May 21, 2012.              |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 21, 2012 Novavax, Inc.

/s/ John A.

Herrmann III, J.D.

John A.

Name: Herrmann

III, J.D.

Vice

President,

Title: General

Counsel &

Corporate

Secretary

**Exhibit Index**

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