

NOVAVAX INC  
Form 8-K  
November 02, 2005

**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): November 1, 2005**

**NOVAVAX, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware

0-26770

22-2816046

(State or Other Jurisdiction  
of Incorporation)

(Commission File  
Number)

(IRS Employer  
Identification Number)

508 Lapp Road

Malvern, Pennsylvania 19355

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (484) 913-1200

(Former Name or Former Address, if Changed Since Last Report): N/A

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:

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement**

On November 1, 2005, Novavax entered into a securities purchase agreement with three investors Cranshire Capital, L.P., Iroquois Master Fund, Ltd. and Omicron Master Trust for the purchase and sale of 4,186,047 shares of its common stock at a price of \$4.30 per share. Rodman & Renshaw, LLC acted as the placement agent for the offering pursuant to an agreement, dated November 1, 2005, by and between Novavax and the placement agent. The transaction is expected to close no later than November 4, 2005. The offered shares are registered pursuant to the company's \$50,000,000 shelf registration statement (File No. 333-108006) that was originally filed with the Securities and Exchange Commission on August 15, 2003.

Pursuant to the terms of the securities purchase agreement, Novavax will sell \$18,000,000 of its common stock to the investors upon satisfaction of certain conditions precedent to closing, including receipt by the company of the subscription amounts from the investors and the execution of an officer's certificate by an authorized officer of the company certifying as to the accuracy of the company's representations and warranties contained in the agreement, as well as delivery of a legal opinion from counsel to Novavax.

Novavax made certain representations and warranties to the investors in the securities purchase agreement, including with respect to its organization and qualification, capitalization, issuance of the securities, litigation and absence of material changes. Novavax also agreed to provide indemnification for claims and actions arising out of or based on any untrue statement or alleged untrue statement of a material fact contained in the applicable registration statement or prospectus supplement, or any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading, with certain exceptions.

Pursuant to the terms of its agreement with the placement agent, Novavax will pay Rodman & Renshaw, LLC a fee of 5% of the gross proceeds of the offering. The placement agent is not purchasing or selling any shares, nor is it required to arrange the purchase or sale of any specific number or dollar amount of shares. Novavax also agreed to indemnify the placement agent against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

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

(d) Exhibits.

4 Agreement, dated November 1, 2005, by and between Novavax, Inc. and Rodman & Renshaw, LLC

10 Form of Securities Purchase Agreement dated November 1, 2005

99.1 Press Release dated November 2, 2005

99.2 Risk Factors

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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.

NOVAVAX, INC.  
/s/ Dr. Rahul Singhvi

Dr. Rahul Singhvi  
President and Chief  
Executive Officer

November 2, 2005