

NOVAVAX INC  
Form 4  
August 17, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EVANS GARY C

(Last) (First) (Middle)

C/O NOVAVAX, INC., 20  
FIRSTFIELD ROAD

(Street)

GAITHERSBURG, MD 20878

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NOVAVAX INC [NVAX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/13/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 08/13/2015                           |                                                    | M                              |                                                                   | 15,000 | A          | \$ 0.56                                                                                       | 336,979                                                  | D                                                     |
| Common Stock                    | 08/13/2015                           |                                                    | M                              |                                                                   | 30,000 | A          | \$ 1.28                                                                                       | 366,979                                                  | D                                                     |
| Common Stock                    | 08/13/2015                           |                                                    | S                              |                                                                   | 6,002  | D          | \$ 13.5618 (1)                                                                                | 360,977                                                  | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 8,000                                                    | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | See footnote (2)                                      |

See  
footnote  
(2)

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (Right to buy)                | \$ 0.056                                               | 08/13/2015                           |                                                    | M                              | 15,000                                                                                  | <u>(3)</u> 03/05/2019                                    | Common Stock                                                  | 15,000                        |
| Stock Option (Right to buy)                | \$ 1.28                                                | 08/13/2015                           |                                                    | M                              | 30,000                                                                                  | <u>(4)</u> 03/01/2022                                    | Common Stock                                                  | 30,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships                    |
|-----------------------------------------------------------------------------------|----------------------------------|
|                                                                                   | Director 10% Owner Officer Other |
| EVANS GARY C<br>C/O NOVAVAX, INC.<br>20 FIRSTFIELD ROAD<br>GAITHERSBURG, MD 20878 | X                                |

## Signatures

/s/ John A. Herrmann III,  
Attorney-in-Fact  
Date 08/17/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.5301 to \$13.585, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

- (2) Includes 4,000 shares owned of record by Gary Evans Custodian for Dustin Evans UTMA/TX and 4,000 shares owned of record by Gary Evans Custodian for Casey Evans UTMA/TX.
- (3) The 15,000 shares exercised on 08/13/2015 pursuant to this stock option vested on 09/05/2009.
- (4) The 30,000 shares exercised on 08/13/2015 pursuant to this stock option vested on 09/01/2012.

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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