

NOVAVAX INC  
Form 3  
June 17, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
* ^ Herrmann John A III		(Month/Day/Year)	NOVAVAX INC [NVAX]	
(Last)	(First)	(Middle)	06/12/2014	
C/O NOVAVAX, INC., ^ 20 FIRSTFIELD ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
GAITHERSBURG, ^ MD ^ 20878			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			SVP, General Counsel	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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)
Common Stock	7,664	D	^

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

SEC 1473 (7-02)

**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.**

**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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (Right to buy)	Â (1)	04/15/2020	Common Stock 75,000 \$ 2.66	D Â
Employee Stock Option (Right to buy)	Â (2)	03/10/2021	Common Stock 20,000 \$ 2.5	D Â
Employee Stock Option (Right to buy)	Â (3)	03/01/2022	Common Stock 150,000 \$ 1.28	D Â
Employee Stock Option (Right to buy)	Â (4)	03/02/2023	Common Stock 150,000 \$ 1.83	D Â
Employee Stock Option (Right to buy)	Â (5)	03/06/2024	Common Stock 150,000 \$ 6.05	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herrmann John A III C/O NOVAVAX, INC. 20 FIRSTFIELD ROAD GAITHERSBURG, MD 20878	Â	Â	Â SVP, General Counsel	Â

## Signatures

/s/ John A. Herrmann III 06/17/2014

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) This option is exercisable in four equal annual installments. The first installment became exercisable on April 15, 2011, and the next three installments became exercisable on April 15, 2012, April 15, 2013, and April 15, 2014.  
This option is exercisable in four equal annual installments. The first installment became exercisable on March 10, 2012, the next two installments became exercisable on March 10, 2013 and March 10, 2014, and the next installment becomes exercisable on March 10, 2015.
- (2) This option is exercisable in four equal annual installments. The first installment became exercisable on March 1, 2013, the next installment became exercisable on March 1, 2014, and the next two installments become exercisable on March 1, 2015 and March 1, 2016.
- (3) This option is exercisable in four equal annual installments. The first installment became exercisable on March 2, 2014, and the next three installments become exercisable on March 2, 2015, March 2, 2016, and March 2, 2017.
- (4) This option is exercisable in four equal annual installments. The first installment becomes exercisable on March 6, 2015, and the next three installments become exercisable on March 6, 2016, March 6, 2017, and March 6, 2018.

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