**NOVAVAX INC** Form 4 August 26, 2015

## FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EVANS GARY C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)		(Middle)	NOVAVAX INC [NVAX]  3. Date of Earliest Transaction	(Check all applicable)			
C/O NOVAVAX, INC., 20 FIRSTFIELD ROAD			(Month/Day/Year) 08/24/2015	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
GAITHER	SBURG, MD	20878	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction 1	Date 2A. Deen	ned 3. 4. Securities Acquired	d (A) 5. Amount of 6. 7. Nature			

	Tuble 1 Tion Delivative Securities Required, Disposed of, or Denoteding Strict									
1.Title of	2. Transaction Date		3.			equired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		omr Dispos		` ′	Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Voor)	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)	
							Reported	(I)	(111801.4)	
					(A)		Transaction(s)	(Instr. 4)		
					or		(Instr. 3 and 4)	(msu. 1)		
			Code V	Amount	(D)	Price	(moure and i)			
Common						\$				
	08/24/2015		S	20,000	D	11.2404	340,977	D		
Stock						(1)				
						<u> </u>				
Common									See	
							8,000	I	footnote	
Stock									(2)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

**EVANS GARY C** C/O NOVAVAX, INC. 20 FIRSTFIELD ROAD GAITHERSBURG, MD 20878

X

### **Signatures**

/s/ John A. Herrmann III, Attorney-in-Fact

08/26/2015

\*\*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).
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.00 to \$11.5175, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities **(1)** and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.
- 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.

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.

Reporting Owners 2