

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

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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,Â MDÂ 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

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