

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>EVANS GARY C</u> (Last) (First) (Middle) <u>C/O NOVAVAX, INC.</u> <u>21 FIRSTFIELD ROAD</u> (Street) <u>GAITHERSBURG MD 20878</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>NOVAVAX INC [NVAX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/18/2020</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/20/2020</u> | |

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 | | | | | | | | 16,099 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 625 ⁽¹⁾⁽²⁾ | I | By Evans 1997 Trust |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. This amendment to the original Form 4 filed on August 20, 2020 is being filed to correct the amounts of securities beneficially owned by the reporting person to reflect the 1-for-20 reverse stock split of Novavax, Inc. on May 10, 2019. The amounts of securities beneficially owned by the reporting person reported in Column 5 of Table I of the original Form 4 were inadvertently reported on a pre-split basis. The amounts shown in Column 5 of Table I of this amendment reflect the amounts that should have been reported in Column 5 of Table I of the original Form 4 following all transactions reported therein, after taking into account the reverse stock split.

2. The reporting person no longer has a reportable beneficial interest in shares previously reported as owned of record by Gary Evans Custodian for Dustin Evans UTMA/TX or shares previously reported as owned of record by Gary Evans Custodian for Casey Evans UTMA/TX. The reporting person indirectly beneficially owns 625 shares held by Evans 1997 Trust since 1997, which were inadvertently omitted from previous filings.

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

09/04/2020

** Signature of Reporting Person Date

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

* 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).

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

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 Number.