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

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**FORM 8-K**

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**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 26, 2019

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**NOVAVAX, INC.**

(Exact name of registrant as specified in charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-26770  
(Commission File Number)

22-2816046  
(I.R.S. Employer  
Identification No.)

20 Firstfield Road  
Gaithersburg, Maryland 20878  
(Address of Principal Executive Offices, including Zip Code)

(240) 268-2000  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.01 per share	NVAX	The Nasdaq Global Select Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 26 2019, Novavax, Inc. (the “Company”) executed an Extension of Lease Agreement (“Lease Extension”) with ARE-Maryland No. 46, LLC (“Landlord”) extending the term of the existing Lease Agreement between the Company and Landlord dated May 7, 2007 (“Lease Agreement”) for approximately 51,000 square feet of facility space located at 9920 Belward Drive, Rockville, Maryland. The Lease Extension extends the current Lease Agreement term to January 31, 2024. Under the Lease Extension, the Company will pay approximately \$1.7 million per year in base rent.

The foregoing description of the material terms of the Lease Extension is qualified in its entirety by the full terms of the Lease Extension a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Lease Extension for space at 9920 Belward Campus Drive between Novavax, Inc. and ARE-Maryland No. 46, LLC, dated April 26, 2019</u></a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NOVAVAX, INC.**

/s/ John A. Herrmann III

Name: John A. Herrmann III  
Title: Senior Vice President, General  
Counsel and Corporate Secretary

Date: May 2, 2019

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**ACKNOWLEDGMENT OF EXERCISE OF SECOND EXTENSION TERM OPTION AND SECOND  
EXTENSION TERM COMMENCEMENT DATE**

This **ACKNOWLEDGMENT OF EXERCISE OF SECOND EXTENSION TERM OPTION AND SECOND EXTENSION TERM COMMENCEMENT DATE** is made as of this 26th day of April, 2019, between **ARE-MARYLAND NO. 46, LLC**, a Delaware limited liability company ("**Landlord**"), and **NOVAVAX, INC.**, a Delaware corporation ("**Tenant**"), and is attached to and made a part of the Fifth Amendment to Lease Agreement dated as of January 16, 2019 ("**Fifth Amendment**"), by and between Landlord and Tenant. Any initially capitalized terms used but not defined herein shall have the meanings given them in the Lease (as defined in the Fifth Amendment).

Landlord and Tenant hereby acknowledge and agree that Tenant has exercised the Second Extension Term Option, the commencement date of the Second Extension Term is February 1, 2020, and the expiration date of the Base Term of the Lease shall be midnight on January 31, 2024. In case of a conflict between the terms of the Lease and the terms of this Acknowledgement, this Acknowledgement shall control for all purposes.

IN WITNESS WHEREOF, Landlord and Tenant have executed this **ACKNOWLEDGMENT OF EXERCISE OF SECOND EXTENSION TERM OPTION AND SECOND EXTENSION TERM COMMENCEMENT DATE** under seal to be effective on the date first above written.

**TENANT:**

**NOVAVAX, INC.**,  
a Delaware corporation

By: /s/ John A. Herrmann III (SEAL)  
Name: John A. Herrmann III  
Title: SVP, General Counsel

**LANDLORD:**

**ARE- MARYLAND NO. 46, LLC**,  
a Delaware limited liability company

By: Alexandria Real Estate Equities, L.P.,  
a Delaware limited partnership,  
managing member

By: ARE-QRS CORP.,  
a Maryland corporation,  
general partner

By: /s/ Jennifer Banks (SEAL)  
Name: Jennifer Banks  
Title: Co-Chief Operating Officer & General Counsel



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