

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Trizzino John</u>			2. Issuer Name and Ticker or Trading Symbol <u>NOVAVAX INC [ NVAX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CBO and CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/25/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O NOVAVAX, INC. 21 FIRSTFIELD ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GAITHERSBURG MD 20878</u>								
(City) (State) (Zip)								

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				

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$5.95	06/25/2020 <sup>(1)</sup>		A		100,000		(2)	09/26/2029	Common Stock	100,000	\$0	100,000	D	
Stock Appreciation Right <sup>(3)</sup>	\$5.95	09/26/2019		A		18,400		(4)	09/26/2029	Common Stock	18,400	\$0	18,400	D	

Explanation of Responses:

- This option award was previously reported based on having been approved by the issuer's board of directors on September 26, 2019, but such award was subject to shareholder approval of an increase in the number of shares available for issuance under the Novavax, Inc. Amended and Restated 2015 Stock Incentive Plan, as amended (the "Plan"). Such shareholder approval was received on June 25, 2020.
- Twenty-five percent (25%) of the shares subject to this option grant under the Plan will vest on the first anniversary of the September 26, 2019 grant date (the "Grant Date"), and the remaining seventy-five percent (75%) of the shares will vest in equal monthly installments over the following three (3) years, in each case subject to continued employment through such vesting date.
- Represents the previously reported September 26, 2019 stock appreciation right grant. The Form 4 filed by the reporting person on September 30, 2019 inadvertently stated that vesting of this grant was subject to shareholder approval of an increase in the number of shares available for issuance under the Plan. However, this grant was not subject to such shareholder approval.
- Twenty-five percent (25%) of the shares subject to this stock appreciation right grant under the Plan will vest on the first anniversary of the Grant Date, and the remaining seventy-five percent (75%) of the shares will vest in equal monthly installments over the following three (3) years, in each case subject to continued employment through such vesting date.

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

06/29/2020

\*\* 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.