

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

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SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN  
PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

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Filed by the Registrant

Filed by a Party other than the  
Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**NOVAVAX, INC.**

(Name of registrant as specified in its charter)

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(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

\_\_\_\_\_

(2) Aggregate number of securities to which the transaction applies:

\_\_\_\_\_

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_

(4) Proposed maximum aggregate value of the transaction:

\_\_\_\_\_

(5) Total fee paid:

\_\_\_\_\_

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_

(2) Form, Schedule or Registration Statement No.:

\_\_\_\_\_

(3) Filing Party:

\_\_\_\_\_

(4) Date Filed:

\_\_\_\_\_

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**Novavax, Inc.**  
**Important Notice Regarding the Availability of Proxy Materials for**  
**the Annual Meeting of Stockholders to be held on June 15, 2017**  
21 Firstfield Road, Gaithersburg, Maryland 20878

You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Notice and Combination Document are available at [www.viewproxy.com/novavax/2017](http://www.viewproxy.com/novavax/2017).

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for a copy. Please make your request for a copy as instructed below on or before June 7, 2017 to facilitate timely delivery.

Important information regarding the Internet availability of the Company's proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.

**STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.**

Voting Items

The 2017 Annual Meeting of Stockholders of Novavax, Inc. will be held on June 15, 2017 at 8:30 a.m. EDT at 21 Firstfield Road, Gaithersburg, Maryland 20878, for the following purposes:

1. Election of our Class I directors:  
01. Stanley C. Erck      02. Rajiv I. Modi
2. To consider and vote whether to approve, on an advisory basis, the compensation paid to our Named Executive Officers.
3. To consider and vote, on an advisory basis, holding future executive compensation advisory votes every three years, every two years, or every year.
4. To amend and restate the Novavax, Inc. Amended and Restated 2015 Stock Incentive Plan and to increase the number of shares of the Company's common stock, par value \$0.01, available for issuance thereunder by 5,000,000 shares.
5. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.

The Board of Directors recommends a vote FOR the nominees, Three Years for Proposal 3, and FOR Proposals 2, 4, and 5.

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

**Material for this annual meeting and future meetings may be requested by one of the following methods:**



To view your proxy materials online, go to [www.viewproxy.com/novavax/2017](http://www.viewproxy.com/novavax/2017). Have your 11 digit control number (located below) available when you access the website and follow the instructions.



**877-777-2857 TOLL FREE**



[requests@viewproxy.com](mailto:requests@viewproxy.com)

\* If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**You must use the 11 digit control number located in the box below.**

<b>CONTROL NO.</b>

**Novavax, Inc.**

Meeting location: 21 Firstfield Road, Gaithersburg, Maryland 20878

**PROXY MATERIALS AVAILABLE TO VIEW OR RECEIVE**

The following proxy materials are available to you for review at:  
[www.viewproxy.com/novavax/2017](http://www.viewproxy.com/novavax/2017)  
Notice and Combination Document

**ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your control number to vote by Internet or request a paper copy of the proxy materials.

**You May Vote Your Proxy When You View The Materials On The Internet.  
You Will Be Asked To Follow The Prompts To Vote Your Shares.**

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated and returned the proxy card.

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call **1-877-777-2857**

or

By logging onto [www.viewproxy.com/novavax/2017](http://www.viewproxy.com/novavax/2017)

or

By email at: [requests@viewproxy.com](mailto:requests@viewproxy.com)

Please include the company name and your control number in the e-mail subject line.

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