

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

**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

1. Name and Address of Reporting Person* <u>Trizzino John</u>  (Last) (First) (Middle) <u>C/O NOVAVAX, INC.</u> <u>20 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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, CBO and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	03/08/2019		A	102,861		(2)	(2)	Common Stock	102,861	\$0.00	102,861	D	
Restricted Stock Units	(1)	03/08/2019		A	46,887		(3)	(3)	Common Stock	46,887	\$0.00	46,887	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of Novavax, Inc. (the "Company") common stock.
- One hundred percent (100%) of the RSUs subject to this grant under the Company's Amended and Restated 2015 Stock Incentive Plan, as amended (the "Plan"), will vest six (6) months from the March 8, 2019 grant date (the "Grant Date") subject to continued employment with the Company through the vesting date.
- Vesting of the RSUs subject to this grant under the Plan is subject to the satisfaction of both (1) a time-based vesting requirement, pursuant to which one hundred percent (100%) of the RSUs vesting on the first anniversary of the Grant Date subject to continued employment through such vesting date; and (2) performance-based vesting requirements, pursuant to which (i) 80% of the RSUs will vest based on achieving a regulatory milestone associated with ResVax on or before September 30, 2019; or (ii) 20% of the RSUs will vest based on achieving a regulatory milestone associated with NanoFlu on or before September 30, 2019.

**Remarks:**

/s/ John A. Herrmann III, 03/12/2019  
Attorney-in-Fact  
 \*\* 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.