

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Glenn Gregory M</u>  (Last) (First) (Middle) C/O NOVAVAX, INC. 21 FIRSTFIELD ROAD  (Street) GAITHERSBURG MD 20878  (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) President, R&D
	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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	02/18/2021		s <sup>(1)</sup>		80	D	\$264.092 <sup>(2)</sup>	5,165	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		361	D	\$265.5246 <sup>(3)</sup>	4,804	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		128	D	\$266.6763 <sup>(4)</sup>	4,676	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		268	D	\$268.1904 <sup>(5)</sup>	4,408	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		678	D	\$269.2269 <sup>(6)</sup>	3,730	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		319	D	\$269.9346 <sup>(7)</sup>	3,411	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		110	D	\$271.1578 <sup>(8)</sup>	3,301	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		205	D	\$272.4283 <sup>(9)</sup>	3,096	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		67	D	\$273.6079 <sup>(10)</sup>	3,029	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		48	D	\$274.63	2,981	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		32	D	\$276.23	2,949	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		65	D	\$278.2705 <sup>(11)</sup>	2,884	D	
Common Stock	02/18/2021		s <sup>(1)</sup>		73	D	\$279.2022 <sup>(12)</sup>	2,811	D	

**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					

**Explanation of Responses:**

- The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$263.90 to \$264.22, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$265.08 to \$266.02, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$266.44 to \$266.96, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$267.63 to \$268.59, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.
- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$268.69 to \$269.68, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

7. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$269.75 to \$270.24, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

8. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$270.82 to \$271.61, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

9. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$271.90 to \$272.77, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

10. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$273.54 to \$273.67, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

11. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$277.91 to \$278.62, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

12. The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$279.00 to \$279.41, inclusive. The reporting person undertakes to provide to Novavax, Inc., any security holder of Novavax, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth in this footnote.

**Remarks:**

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

02/18/2021

\*\* 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.

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