

OMB APPROVAL	
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**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>Herrmann John A III</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) <u>EVP, Chief Legal Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/26/2020</u>					
			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	09/26/2020		M		30,900	A	(1)	31,175	D	
Common Stock	09/26/2020		F		14,925	D	\$113.56	16,250	D	
Common Stock	09/26/2020		M		3,973	A	(1)	20,223	D	
Common Stock	09/26/2020		F		1,919	D	\$113.56	18,304	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						Title
Restricted Stock Units	(1)	09/26/2020		M			30,900	(2)	(2)	Common Stock	30,900	\$0.00	0	D	
Restricted Stock Units	(1)	09/26/2020		M			3,973	(3)	(3)	Common Stock	3,973	\$0.00	7,946	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"), vested one (1) year from the September 26, 2019 grant date (the "Grant Date"), subject to continued employment with the Company through the vesting date.
- The RSUs subject to this grant under the Plan vested or will vest with respect to one-third (1/3) of the RSUs on each of the first three (3) anniversaries of the Grant Date, in each case subject to continued employment through such vesting date.

**Remarks:**

/s/ John A. Herrmann III 09/29/2020  
 \*\* 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.