

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>EVANS GARY C</u> (Last) (First) (Middle) <u>C/O NOVAVAX, INC.</u> <u>21 FIRSTFIELD ROAD</u> (Street) <u>GAITHERSBURG MD</u> <u>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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2021</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			
Common Stock	03/15/2021		M		2,000	A	\$99.8	18,099	D	
Common Stock	03/15/2021		M		4,500	A	\$46	22,599	D	
Common Stock	03/15/2021		M		18,000	A	\$3.985	40,599	D	
Common Stock	03/15/2021		S		9,732	D	\$210	30,867	D	
Common Stock	03/15/2021		S		14,768	D	\$212	16,099	D	
Common Stock								625 ⁽¹⁾	I	By Evans 1997 Trust

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$99.8	03/15/2021		M			2,000	09/15/2016 ⁽²⁾	03/15/2026	Common Stock	2,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$46	03/15/2021		M			4,500	12/13/2019 ⁽³⁾	12/13/2028	Common Stock	4,500	\$0.00	0	D	
Stock Option (Right to Buy)	\$3.985	03/15/2021		M			18,000	12/12/2020 ⁽⁴⁾	12/12/2029	Common Stock	18,000	\$0.00	0	D	

Explanation of Responses:

- The reporting person indirectly beneficially owns 625 shares held by the Evans 1997 Trust.
- One hundred percent (100%) of the shares subject to this option grant under the Novavax, Inc. Amended and Restated 2015 Stock Incentive Plan, as amended (the "Plan") vested six (6) months from the March 15, 2016 grant date.
- One hundred percent (100%) of the shares subject to this option grant under the Plan vested one (1) year from the December 13, 2018 grant date.
- One hundred percent (100%) of the shares subject to this option grant under the Plan vested one (1) year from the December 12, 2019 grant date.

Remarks:

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

03/17/2021

** 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.

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.