

PART II
RULE 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate).

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III
NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Novavax, Inc. (the "Company") was unable, without unreasonable effort or expense, to file its Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 (the "Q3 Form 10-Q") with the Securities and Exchange Commission ("SEC") by November 9, 2020. This delay is attributable to technical issues that prevented final changes from being incorporated into the filing prior to the deadline for submission.

The Company expects to file its Q3 Form 10-Q on or before the fifth calendar day following the prescribed due date, in accordance with Rule 12b-25 under the Securities and Exchange act of 1934, as amended.

PART IV
OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

John A. Herrmann III
(Name)

(240)
(Area Code)

268-2000
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

NOVAVAX, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 10, 2020

By: /s/ John A. Herrmann III

Name: John A. Herrmann III

Title: Executive Vice President, Chief Legal Officer and Corporate Secretary

Exhibit A

The changes in the statement of operations of the Company were those set forth in the press release of the Company dated November 9, 2020, which reported results for the period in question.
