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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 31, 2018

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**NOVAVAX, INC.**

(Exact name of registrant as specified in charter)

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Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-26770  
(Commission File Number)

22-2816046  
(I.R.S. Employer  
Identification No.)

20 Firstfield Road  
Gaithersburg, Maryland 20878  
(Address of Principal Executive Offices, including Zip Code)

(240) 268-2000  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Appointment of Director Rachel K. King*

On October 31, 2018, the Board of Directors (the “Board”) of Novavax, Inc. (the “Company”) appointed Rachel K. King to fill an existing vacancy in the Company’s Board. Ms. King will serve as a Class III director and her term will expire at the Company’s 2019 annual meeting of stockholders. The Board has not appointed Ms. King to any Board committees at this time. As compensation for her service on the Board, Ms. King will receive an annual retainer of \$40,000. Ms. King was granted a stock option award of 160,000 shares of Company common stock under the Company’s Amended and Restated 2015 Stock Incentive Plan, as amended. There is no arrangement or understanding between Ms. King and any other person pursuant to which Ms. King was selected as a director. The Board has affirmatively determined that Ms. King is independent and has no material direct or indirect interest in a related party transaction which requires disclosure. Ms. King and the Company have entered into an indemnification agreement (the “Indemnification Agreement”) which will provide indemnification protection for Ms. King in connection with her service as a director of the Company. The Indemnification Agreement is substantially similar to the form filed as Exhibit 10.19 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2009, filed on March 16, 2010 and incorporated herein by reference.

On November 1, 2018, the Company issued a press release announcing Ms. King’s appointment to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated in this Item 5.02 by reference.

**Item 9.01. Financial Statements and Exhibits.**

d) **Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>10.1</u></a>	<a href="#"><u>Form of Indemnity Agreement, as of January 1, 2010 (incorporated by reference to Exhibit 10.19 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2009 (File No. 000-26770), filed on March 16, 2010).</u></a>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release, dated November 1, 2018, regarding the appointment of Rachel K. King to the Company’s Board of Directors.</u></a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NOVAVAX, INC.**

/s/ John A. Herrmann III

Name: John A. Herrmann III

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: November 2, 2018



### Novavax Appoints Rachel King to Board of Directors

**Gaithersburg, MD, November 1, 2018** – Novavax, Inc., (Nasdaq: NVAX) today announced the appointment of Rachel King, Co-Founder and Chief Executive Officer of GlycoMimetics, Inc., to its Board of Directors. In addition to extensive experience as an executive in the biotechnology industry, Mrs. King has also worked in the venture capital side of life sciences, and has held executive positions within a global multinational pharmaceutical company.

“We are thrilled to welcome Rachel to our Board,” said Stanley C. Erck, President and Chief Executive Officer of Novavax. “Her broad experience with late-stage assets will undoubtedly be valuable as we prepare for clinical data readouts in the first quarter of 2019 from our two lead programs, ResVax™ and NanoFlu™.”

Before founding GlycoMimetics, Inc. in 2003, Mrs. King was an Executive in Residence at New Enterprise Associates (NEA), one of the nation’s leading venture capital firms. Mrs. King joined NEA after serving as a Senior Vice President of Novartis Corporation. Before Novartis, Mrs. King spent ten years with Genetic Therapy, Inc. (GTI) through the company’s early stage, initial public offering, and eventual sale to Novartis, after which she ran GTI as a wholly owned subsidiary of Novartis. Mrs. King worked previously at ALZA Corporation and Bain and Company.

“I am excited to join the Novavax Board,” said Mrs. King. “I look forward to contributing to the company’s efforts of advancing these important vaccines as they approach potential licensure.”

Mrs. King currently serves on the executive committee of the Biotechnology Innovation Organization (BIO). She also sits on the Board of Directors of the University of Maryland BioPark. Mrs. King received her Bachelors of Arts degree from Dartmouth College and her Masters in Business Administration from Harvard Business School.

#### **About Novavax**

Novavax, Inc. (Nasdaq:NVAX) is a late-stage biotechnology company that drives improved health globally through the discovery, development, and commercialization of innovative vaccines to prevent serious infectious diseases. ResVax™, its RSV vaccine for infants via maternal immunization, is the only vaccine in a Phase 3 clinical program and is designed to prevent the second leading cause of death in children under one year of age worldwide. Novavax is also advancing NanoFlu™, its quadrivalent influenza nanoparticle vaccine, to address key factors that can lead to the poor effectiveness of currently approved flu vaccines. Novavax is a leading innovator of recombinant vaccines; its proprietary recombinant technology platform combines the power and speed of genetic engineering to efficiently produce a new class of highly immunogenic nanoparticles addressing urgent global health needs.

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For more information, visit [www.novavax.com](http://www.novavax.com) and connect with us on Twitter and LinkedIn.

Contacts:

Investors

Novavax, Inc.

Erika Trahan

[ir@novavax.com](mailto:ir@novavax.com)

240-268-2000

Westwicke Partners

John Woolford

[john.woolford@westwicke.com](mailto:john.woolford@westwicke.com)

443-213-0506

Media

Sam Brown

Mike Beyer

[mikebeyer@sambrown.com](mailto:mikebeyer@sambrown.com)

312-961-2502

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