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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 8, 2019

NOVAVAX, INC.

(Exact name of registrant as specified in charter)

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.)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.01 per share	NVAX	The Nasdaq Global Select Market

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.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 8, 2019, Novavax, Inc. (the “Company”) filed a Certificate of Amendment (the “Certificate of Amendment”) to its Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of the State of Delaware to effect a reverse stock split of the Company’s issued and outstanding common stock, par value \$0.01 (the “Common Stock”) at a ratio of 1-for-20 (the “Reverse Stock Split”). Pursuant to the Certificate of Amendment, the Reverse Stock Split will be effective at 12:01 a.m., Eastern Time, on May 10, 2019. The Company expects that upon the opening of trading on May 10, 2019, the Company’s Common Stock will begin trading on a post-split basis under CUSIP number 670002 401.

As discussed below, on May 8, 2019, the Company’s stockholders approved a proposal to amend the Certificate of Incorporation in accordance with the Certificate of Amendment at a Special Meeting of Stockholders of the Company (the “Special Meeting”). The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Special Meeting was held on May 8, 2019. Only stockholders of record as of March 25, 2019 (the “Record Date”) were entitled to vote at the Special Meeting. As of the Record Date, there were 469,453,883 shares outstanding and entitled to vote at the Special Meeting, of which 345,017,415 shares were represented by proxy, constituting a quorum on all matters voted upon. The final voting results of the Special Meeting are as follows:

Proposal 1: Approval of the Certificate of Amendment to the Certificate of Incorporation to effect a reverse stock split of the Company’s issued and outstanding common stock at a ratio of 1-for-20.

In accordance with the results below, Proposal 1 was approved.

For	Against	Abstaining	Broker Non-Votes
242,781,304	97,608,654	4,627,457	124,436,468

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
<u>3.1</u>	<u>Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Novavax, Inc.</u>

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: May 9, 2019

**Certificate of Amendment
of
The Second Amended and Restated
Certificate of Incorporation
of
Novavax, Inc.**

May 8, 2019

Novavax, Inc. (the "Corporation"), a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: This Certificate of Amendment (the "Certificate") amends the provisions of the Second Amended and Restated Certificate of Incorporation of Novavax, Inc. (the "Certificate of Incorporation"), filed with the Secretary of State of the State of Delaware.

SECOND: The first paragraph of Article Fourth of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

“That, effective as of 12:01 a.m., Eastern Time, on May 10, 2019 (the “Effective Time”), every twenty shares of the Corporation’s common stock, \$0.01 par value per share (“Common Stock”), issued and outstanding prior to the Effective Time, without further action, will be combined into and automatically become one share of issued and outstanding Common Stock of the Corporation (such reclassification and combination of shares, the “Reverse Stock Split”). The Corporation will not issue fractional shares on account of the Reverse Stock Split; all shares that are held by a stockholder as of the Effective Time shall be aggregated and each fractional share resulting from the Reverse Stock Split shall be entitled to receive an amount in cash equal to the fair market value of such fractional share as of the Effective Time, as determined in good faith by the Board of Directors. The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) six hundred million (600,000,000) shares of Common Stock and (ii) two million (2,000,000) shares of Preferred Stock, \$0.01 par value per share (“Preferred Stock”), which may be issued from time to time in one or more series as set forth in Part B of this Article FOURTH.”

THIRD: This Certificate was duly adopted in accordance with Section 242 of the DGCL.

FOURTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed as of the date first set forth above.

NOVAVAX, INC.

By: /s/ John A. Herrmann III
John A. Herrmann III
Senior Vice President, General Counsel and Corporate
Secretary

Signature Page to Novavax Certificate of Amendment to Certificate of Incorporation