

Novavax Announces Closing of \$300 Million Offering of Convertible Senior Notes Due 2023

January 29, 2016

GAITHERSBURG, Md., Jan. 29, 2016 (GLOBE NEWSWIRE) -- Novavax, Inc. (Nasdaq:NVAX), a clinical-stage vaccine company focused on the discovery, development and commercialization of recombinant nanoparticle vaccines and adjuvants, today announced the closing of its previously announced offering of \$300 million aggregate principal amount of convertible senior unsecured notes that will mature on February 1, 2023 (the Notes). Under the purchase agreement, the initial purchasers may exercise their option to purchase up to an additional \$30 million aggregate principal amount of the Notes solely to cover over-allotments any time before February 24, 2016. The Notes were offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended.

Citigroup and J.P. Morgan acted as joint book-running managers of the offering. Piper Jaffray and Guggenheim Securities acted as Co-Lead Managers.

The Notes bear cash interest at a rate of 3.75%, payable on February 1 and August 1 of each year, beginning on August 1, 2016. The Notes are not redeemable prior to maturity and are convertible into shares of Novavax common stock. The initial conversion rate for the Notes is 146.8213 shares of Novavax' common stock per \$1,000 principal amount of the Notes, which is equivalent to an initial conversion price of approximately \$6.81 per share of Novavax' common stock, representing an approximately 22.5% conversion premium based on the last reported sale price of Novavax' common stock of \$5.56 per share on January 25, 2016.

The net proceeds of the offering were approximately \$291 million, after deducting the initial purchasers' discounts and commissions, but prior to deducting estimated offering expenses. Novavax used approximately \$34.7 million of the net proceeds from the offering to pay the cost of the previously announced capped call transactions. The cap price of the capped call transactions will be \$9.73 per share, which represents a premium of approximately 75% based on the last reported sale price of Novavax' common stock of \$5.56 per share on the day of pricing, January 25, 2016, and is subject to certain adjustments under the terms of the capped call transactions.

About Novavax

Novavax, Inc. (Nasdaq:NVAX) is a clinical-stage vaccine company committed to delivering novel products to prevent a broad range of infectious diseases. Its recombinant nanoparticles and Matrix-M™ adjuvant technology are the foundation for groundbreaking innovation that improves global health through safe and effective vaccines.

Forward-Looking Statements

This press release contains forward-looking statements. Investors are cautioned not to place undue reliance on these forward-looking statements, including, but not limited to, potential exercise by the initial purchasers of their over-allotment option and the possible effects of the capped call transactions. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement. Applicable risks and uncertainties include, but are not limited to, those related to the conduct, timing and potential results from Novavax' clinical-trials and other preclinical studies, Novavax' plans for and potential timing of regulatory filings, the expected timing and content of regulatory actions, Novavax' plans regarding partnering activities and business development initiatives, and the timing and success of Novavax' commercialization, if any, of its product candidates. In addition, Novavax' management retains broad discretion with respect to the allocation of the net proceeds of this offering. Applicable risks also include those that are listed under the heading "Risk Factors" and elsewhere in Novavax' Annual Report on Form 10-K for the fiscal year ended December 31, 2014, in addition to the risk factors that are included from time to time in Novavax' subsequent SEC filings. Novavax undertakes no obligation to update these forward-looking statements to reflect events or circumstances occurring after this press release. Except as otherwise noted, these forward-looking statements speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement.

Contact:

Novavax, Inc. Barclay A. Phillips
SVP, Chief Financial Officer and Treasurer

Andrea N. Flynn, Ph.D.
Senior Manager, Investor Relations

ir@novavax.com
240-268-2000