

**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): October 31, 2020

NOVAVAX, INC.

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

0-26770

(Commission File Number)

22-2816046

(I.R.S. Employer
Identification No.)

**21 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director Gregg H. Alton

On October 31, 2020, the Board of Directors (the “Board”) of Novavax, Inc. (the “Company”) voted to increase the size of the Board from eight members to nine members and to appoint Gregg H. Alton to the Board to fill the resulting vacancy. Mr. Alton will serve as a Class I director and his term will expire at the Company’s 2023 annual meeting of stockholders. The Board has not appointed Mr. Alton to any Board committees at this time. Mr. Alton will receive an annual retainer of \$40,000 for his service on the Board. Mr. Alton was granted a stock option award of 7,700 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 Mr. Alton and any other person pursuant to which Mr. Alton was selected as a director. The Board has affirmatively determined that Mr. Alton is independent and has no material direct or indirect interest in a related party transaction that requires disclosure. Mr. Alton and the Company have entered into an indemnification agreement (the “Indemnification Agreement”) which will provide indemnification protection for Mr. Alton in connection with his 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 3, 2020, the Company issued a press release announcing Mr. Alton’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 incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) **Exhibits.**

Exhibit No.	Description
10.1	Form of Indemnification Agreement entered into between the Company and its directors and officers (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).
99.1	Press release of the Company, dated November 3, 2020, regarding the appointment of Gregg H. Alton to the Company’s Board of Directors.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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.

Date: November 3, 2020

By: /s/ John A. Herrmann III
Name: John A. Herrmann III
Title: Executive Vice President, Chief Legal Officer and Corporate Secretary



Novavax Appoints Biopharmaceutical Industry Veteran Gregg Alton to Board of Directors

GAITHERSBURG, Md., November 3, 2020 (GLOBE NEWSWIRE) -- Novavax, Inc. (NASDAQ: NVAX), a late-stage biotechnology company developing next-generation vaccines for serious infectious diseases, today announced the appointment of Gregg Alton, J.D. to its Board as an independent Director. Mr. Alton brings extensive industry experience to his role on the Board of Directors, including more than 20 years at Gilead Sciences, where he served in an array of leadership roles across a portfolio of responsibilities.

Mr. Alton served as Gilead's interim Chief Executive Officer from January 2019 until March 2019, before and after which he was Chief Patient Officer. During his tenure at Gilead, his wide-ranging roles included leadership of commercial operations in Europe, Asia, Latin America and Africa, as well as government affairs, public affairs and global medical affairs. He also served as General Counsel and Chief Compliance Officer.

"We welcome Gregg's broad global experience at a pivotal time for Novavax, as we prepare to launch a Phase 3 trial in the U.S. for our COVID-19 vaccine candidate, and to progress NanoFlu toward FDA registration," said Stanley C. Erck, President and Chief Executive Officer of Novavax. "Gregg's broad perspective across multiple areas of the business and deep insight in infectious disease will be invaluable as we build our commercial organization and advance in our mission to promote improved health globally."

Prior to joining Gilead, Mr. Alton was an attorney at the law firm of Cooley Godward, LLP, where he specialized in corporate finance transactions for healthcare and information technology companies. He currently serves on the Boards of Directors of Corcept Therapeutics, Enochian Biosciences, and was previously on the Boards of Pharmozyme Inc., Celladon Corp. and Oculus Innovative Sciences.

In addition to his corporate experience, Mr. Alton has served as a trusted advisor to several health-related advisory boards, including the President's Advisory Council on HIV/AIDS at the U.S. Department of Health and Human Services. He also participates as a board member for a number of non-profit organizations, including Black Women's Health Imperative, AIDSvu and the Boys and Girls Clubs of Oakland.

Mr. Alton received a bachelor's degree in legal studies from the University of California at Berkeley and a law degree from Stanford University.

“I am delighted to join Novavax’ Board of Directors and look forward to working with my fellow Board members and Novavax’ management team, who share my passion for helping protect millions of people across the globe from serious infectious diseases,” said Mr. Alton.

About Novavax

Novavax, Inc. (Nasdaq: NVAX) is a late-stage biotechnology company that promotes improved health globally through the discovery, development, and commercialization of innovative vaccines to prevent serious infectious diseases. Novavax is currently conducting multiple clinical trials for NVX-CoV2373, its vaccine candidate against the virus that causes COVID-19, including a pivotal Phase 3 clinical trial in the United Kingdom to evaluate the efficacy, safety and immunogenicity in individuals aged 18-84 years of age. NanoFlu™, its quadrivalent influenza nanoparticle vaccine, met all primary objectives in its pivotal Phase 3 clinical trial in older adults. Both candidate vaccines incorporate Novavax’ proprietary saponin-based Matrix-M™ adjuvant to enhance the immune response and stimulate high levels of neutralizing antibodies. Novavax is a leading innovator of recombinant vaccines; its proprietary recombinant technology platform combines the power and speed of genetic engineering to efficiently produce highly immunogenic nanoparticles in order to address urgent global health needs.

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

Novavax Forward-Looking Statements

Statements herein relating to the future of Novavax and the ongoing development of its vaccine and adjuvant products are forward-looking statements. Novavax cautions that these forward-looking statements are subject to numerous risks and uncertainties, which could cause actual results to differ materially from those expressed or implied by such statements. These risks and uncertainties include those identified under the heading “Risk Factors” in the Novavax Annual Report on Form 10-K for the year ended December 31, 2019, and Quarterly Report on Form 10-Q for the period ended June 30, 2020, as filed with the Securities and Exchange Commission (SEC). We caution investors not to place considerable reliance on forward-looking statements contained in this press release. You are encouraged to read our filings with the SEC, available at sec.gov, for a discussion of these and other risks and uncertainties. The forward-looking statements in this press release speak only as of the date of this document, and we undertake no obligation to update or revise any of the statements. Our business is subject to substantial risks and uncertainties, including those referenced above. Investors, potential investors, and others should give careful consideration to these risks and uncertainties.

Contacts:

Investors

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