

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Trizzino John</u>			2. Issuer Name and Ticker or Trading Symbol <u>NOVAVAX INC [ NVAX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>EVP, Chief Commercial Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O NOVAVAX, INC. 21 FIRSTFIELD ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	GAITHERSBURG MD		20878					
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/05/2021		M <sup>(1)</sup>		417	A	\$27.6	704	D	
Common Stock	04/05/2021		M <sup>(1)</sup>		521	A	\$46	1,225	D	
Common Stock	04/05/2021		M <sup>(1)</sup>		2,083	A	\$5.95	3,308	D	
Common Stock	04/05/2021		S <sup>(1)</sup>		3,021	D	\$190.1	287	D	
Common Stock	04/05/2021		M <sup>(1)(2)</sup>		383	A	\$177.29	670	D	
Common Stock	04/05/2021		D <sup>(1)(2)</sup>		13	D	\$177.29	657	D	
Common Stock	04/05/2021		F <sup>(1)(2)</sup>		179	D	\$177.29	478	D	
Common Stock	04/07/2021		S <sup>(1)</sup>		191	D	\$178.03	287	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$27.6	04/05/2021		M <sup>(1)</sup>			417	(3)	12/15/2027	Common Stock	417	\$0.00	3,758	D	
Stock Option (Right to Buy)	\$46	04/05/2021		M <sup>(1)</sup>			521	(4)	12/13/2028	Common Stock	521	\$0.00	10,944	D	
Stock Option (Right to Buy)	\$5.95	04/05/2021		M <sup>(1)</sup>			2,083	(5)	09/26/2029	Common Stock	2,083	\$0.00	62,501	D	
Stock Appreciation Right	\$5.95	04/05/2021		M <sup>(1)(2)</sup>			383	(6)	09/26/2029	Common Stock	383	\$0.00	11,501	D	

Explanation of Responses:

- The transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reporting person received 191 shares of common stock upon the net exercise of 383 stock appreciation rights. The reporting person forfeited 13 shares of common stock underlying the stock appreciation rights representing the base value and 179 shares of common stock underlying the stock appreciation rights to satisfy the withholding tax obligations resulting from the exercise, using the closing stock price on April 5, 2021 of \$177.29.
- Twenty-five percent (25%) of the shares subject to this option grant under the Novavax, Inc. Amended and Restated 2015 Stock Incentive Plan, as amended (the "Plan") vested on the first anniversary of the December 15, 2017 grant date, and the remaining seventy-five percent (75%) of the shares vested or will vest in equal monthly installments over the following three (3) years subject to continued employment through such vesting date.
- Twenty-five percent (25%) of the shares subject to this option grant under the Plan vested on the first anniversary of the December 13, 2018 grant date, and the remaining seventy-five percent (75%) of the shares vested or will vest in equal monthly installments over the following three (3) years subject to continued employment through such vesting date.
- Twenty-five percent (25%) of the shares subject to this option grant under the Plan vested on the first anniversary of the September 26, 2019 grant date, and the remaining seventy-five percent (75%) of the shares vested or will vest in equal monthly installments over the following three (3) years subject to continued employment through such vesting date.
- Twenty-five percent (25%) of the shares subject to this stock appreciation right grant under the Plan vested on the first anniversary of the September 26, 2019 grant date, and the remaining seventy-five percent (75%) of the shares vested or will vest in equal monthly installments over the following three (3) years subject to continued employment through such vesting date.

Remarks:

/s/ John A. Herrmann III,  
Attorney-in-Fact

04/07/2021

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**