

NOVAVAX INC
Form 8-K
September 24, 2014

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): September 22, 2014

NOVAVAX, INC.

(Exact name of registrant as specified in charter)

| | | |
|-------------------------------------|---------------------------------|-----------------------|
| Delaware | 0-26770 | 22-2816046 |
| (State or Other Jurisdiction | (Commission File Number) | (I.R.S. |
| of Incorporation) | | 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.)

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))

Item 1.01. Entry into a Material Definitive Agreement.

On September 22, 2014, Novavax, Inc. (the “Company”) entered into an amendment (“Amendment”) to its Prime Contract (“Prime Contract”) with the Department of Health and Human Services, Biomedical Advanced Research and Development Authority (“HHS BARDA”). The Amendment, among other things, extends the base period of performance under the Prime Contract to September 23, 2016, grants the Company continued access to the remainder of the \$97 million base period funding after September 23, 2014, and awards the Company additional option period funding in the amount of \$70 million.

The remainder of the Prime Contract remains unchanged. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which will be filed with the Securities and Exchange Commission as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014.

Item 8.01. Other Events.

On September 23, 2014, the Company issued a press release announcing this transaction. A copy of this 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 |
|--------------------|--------------------|
|--------------------|--------------------|

| | |
|------|---|
| 99.1 | Press release, dated September 23, 2014, announcing the Amendment to the Company’s Prime Contract with HHS BARDA. |
|------|---|

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.
(Registrant)

Date:

September 24, 2014 By: /s/ John A. Herrmann III

Name: John A. Herrmann III
Title: Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

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|------------------------|---|
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