

NOVAVAX INC
Form 425
July 08, 2013

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):

July 8, 2013

NOVAVAX, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	0-26770	22-2816046
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9920 Belward Campus Drive

Rockville, Maryland 20850

(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: **(240) 268-2000**

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 8.01 – Other Events.

On July 8, 2013, in accordance with applicable Swedish law, Novavax, Inc. (the “Company”) filed a press release announcing that the Swedish Financial Supervisory Authority approved and registered the Swedish prospectus/offer document (the “Swedish prospectus”) in connection with the Company’s public tender offer to acquire all outstanding shares and warrants of Isconova AB (“Isconova”).

A copy of the release is attached hereto as Exhibit 99.1

Important additional information will be filed with the SEC

This current report does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed combination of the Company and Isconova, the Company has filed with the SEC a Registration Statement on Form S-4 that includes a preliminary prospectus of the Company. These materials are not final and may be amended. The Company urges Isconova investors to read the S-4 prospectus, and the Swedish prospectus regarding the proposed combination, as well as other documents filed with the SEC and with the Swedish Financial Supervisory Authority, because they contain important information. You may obtain copies of all documents filed with the SEC regarding this proposed Offer, free of charge, at the SEC’s website (www.sec.gov). You may also obtain the documents filed with the SEC, free of charge, from the Company’s website (www.novavax.com) under the tab “Investor Info” and then under the heading “SEC Filings.”

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release of Novavax, Inc. dated July 8, 2013.

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, J.D.

Name: John A. Herrmann III, J.D.

Title: Vice President, General Counsel & Corporate Secretary

Date: July 8, 2013

EXHIBIT INDEX

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