

NOVAVAX INC
Form 8-K
February 27, 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) February 21, 2014

NOVAVAX, INC.

(Exact name of registrant as specified in its charter)

Delaware **0-26770** **22-2816046**
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

20 Firstfield Road
Gaithersburg, Maryland
(Address of principal executive offices) (Zip Code)

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

9920 Belward Campus Drive

Rockville, Maryland 20850

(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 February 21, 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, 2014.

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 Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Item 8.01. Other Events.

On February 27, 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 |
|--------------------|--------------------|
|--------------------|--------------------|

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| 99.1 | Press release, dated February 27, 2014, announcing the Amendment to the Company’s Prime Contract with HHS BARDA. |
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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: February 27, 2014 By: /s/ John A. Herrmann III
Name: John A. Herrmann III
Title: Vice President, General Counsel and Corporate Secretary

EXHIBIT INDEX

**Exhibit
No. Description**

99.1 Press release, dated February 27, 2014, announcing the Amendment to the Company's Prime Contract with HHS BARDA.