

NOVAVAX INC  
Form 8-K  
February 28, 2019

**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 28, 2019**

**NOVAVAX, INC.**

**(Exact name of registrant as specified in charter)**

|                                     |                                 |                       |
|-------------------------------------|---------------------------------|-----------------------|
| <b>Delaware</b>                     | <b>000-26770</b>                | <b>22-2816046</b>     |
| <b>(State or Other Jurisdiction</b> | <b>(Commission File Number)</b> | <b>(I.R.S.</b>        |
| <b>of Incorporation)</b>            |                                 | <b>Employer</b>       |
|                                     |                                 | <b>Identification</b> |
|                                     |                                 | <b>No.)</b>           |

**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))

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 7.01. Regulation FD Disclosure.**

On February 28, 2019, Novavax, Inc. (the “Company”) provided an update for investors on a webcast/conference call presenting topline results from Prepare™, its global pivotal Phase 3 clinical trial of ResVax™, the Company’s respiratory syncytial virus fusion (F) protein nanoparticle vaccine candidate using aluminum phosphate as an adjuvant for infants via maternal immunization (the “Investor Presentation”) which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference. A copy of the Investor Presentation will also be accessible on the Company’s website at [www.novavax.com](http://www.novavax.com) under “Investor/Events.”

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing. In addition, the contents of Company’s website are not incorporated by reference into this Current Report on Form 8-K and you should not consider information provided on the Company’s website to be part of this Current Report on Form 8-K.

**Cautionary Note Regarding Forward-Looking Statements.** The Investor Presentation contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary notes in the Investor Presentation regarding these forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) **Exhibits.**

**Exhibit No. Description**

99.1            Investor Presentation of Novavax, Inc.

**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

Name: John A. Herrmann III

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: February 28, 2019

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