

NOVAVAX INC  
Form 10-Q/A  
November 04, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q/A  
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from        to        .

Commission File No. 0-26770

NOVAVAX, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

22-2816046  
(I.R.S. Employer  
Identification No.)

9920 Belward Campus Drive, Rockville,  
MD

20850

(Address of principal executive offices)

(Zip code)

(240) 268-2000

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting

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(Do not check if a smaller  
reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the Registrant's Common Stock, \$0.01 par value, was 112,100,284 as of April 30, 2011.

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Explanatory Note

This Form 10-Q/A (“Amendment No. 1”) to Novavax, Inc.’s (the “Company”) Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2011, initially filed with the Securities and Exchange Commission (the “SEC”) on May 10, 2011 (the “Original Filing”), is being filed as an exhibit-only filing in response to communications received from the SEC in connection with the confidential treatment requests made with respect to Exhibits 10.1 (Contract, effective as of February 24, 2011, between the Company and HHS/OS/ASPR/BARDA) and 10.2 (License Agreement, entered in February 25, 2011, effective as of December 9, 2010, between the Company and LG Life Sciences, Ltd.). Item 6 of Part II of the Original filing is hereby amended to include revised redacted versions of Exhibits 10.1 and 10.2.

The Original Filing has not been updated other than for the change to Part II, Item 6 indicated above. No other items included in the Form 10-Q have been amended, and such items remain in effect as of the filing date of the Form 10-Q. This Amendment No. 1 does not purport to provide an update or a discussion of any developments at the Company subsequent to the original filing date of the Original Filing.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment No. 1.

Item 6. Exhibits

Exhibits marked with a single asterisk (\*) are filed herewith.

Confidential treatment has been requested for portions of exhibits marked with a double asterisk (\*\*).

10.1\*\* Contract, effective as of February 24, 2011, between the Company and HHS/OS/ASPR/BARDA

10.2\*\* License Agreement, entered in February 25, 2011, effective as of December 9, 2010, between the Company and LG Life Sciences, Ltd.

31.1\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(e) of the Securities Exchange Act

31.2\* Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(e) of the Securities Exchange Act

32.1\* Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2\* Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NOVAVAX, INC.

Date: November 4, 2011

By: /s/ Stanley C. Erck  
President and Chief Executive Officer  
and Director  
(Principal Executive Officer)

Date: November 4, 2011

By: /s/ Frederick W. Driscoll  
Vice President, Chief Financial Officer  
and Treasurer  
(Principal Financial and Accounting Officer)