

NOVAVAX INC  
Form 8-K  
December 29, 2017

**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): December 29, 2017**

**NOVAVAX, INC.**

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

|                                     |                                 |                       |
|-------------------------------------|---------------------------------|-----------------------|
| <b>Delaware</b>                     | <b>0-26770</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 8.01. Other Events.**

On December 29, 2017, Novavax, Inc. (the “Company”), filed a prospectus supplement with the Securities and Exchange Commission which contemplates the sale of up to \$75,000,000 of shares of the Company’s common stock (the “Shares”) from time to time in “at the market offerings” pursuant to an At Market Issuance Sales Agreement with B. Riley FBR, Inc. (the “Sales Agent”), dated as of December 29, 2017 (the “2017 Sales Agreement”). Sales pursuant to the 2017 Sales Agreement will be made only upon instructions by the Company to the Sales Agent, and the Company cannot provide any assurances that it will issue any Shares pursuant to the 2017 Sales Agreement.

A copy of the 2017 Sales Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the material terms of the 2017 Sales Agreement does not purport to be complete and is qualified in its entirety by reference to such agreements.

Ropes & Gray LLP, counsel to the Company, has issued a legal opinion relating to the Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| <u>1.1</u>         | <u>At Market Issuance Sales Agreement between Novavax, Inc. and B. Riley FBR, Inc., dated December 29, 2017.</u> |
| <u>5.1</u>         | <u>Opinion of Ropes &amp; Gray LLP.</u>  |
| <u>23.1</u>        | <u>Consent of Ropes &amp; Gray LLP (included in Exhibit 5.1)</u>   |

**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: December 29, 2017 By: /s/ John A. Herrmann III  
Name: John A. Herrmann III  
Title: Senior Vice President, General Counsel and Corporate Secretary

**EXHIBIT INDEX**

**Exhibit  
No.      Description**

- |      |   |
|------|---|
| 1.1  | At Market Issuance Sales Agreement between Novavax, Inc. and B. Riley FBR, Inc., dated December 29, 2017. |
| 5.1  | Opinion of Ropes & Gray LLP.  |
| 23.1 | Consent of Ropes & Gray LLP (included in Exhibit 5.1)   |