

NOVAVAX INC
Form 8-K
August 02, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) August 2, 2011

NOVAVAX, INC.

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	0-26770 (Commission File Number)	22-2816046 (I.R.S. Employer Identification No.)
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9920 Belward Campus Drive Rockville, Maryland (Address of principal executive offices)	20850 (Zip Code)
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Registrant's telephone number, including
area code: (240) 268-2000

(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 Material Definitive Agreements.

On July 27, 2011, Novavax, Inc. (the "Company") entered into an amendment ("Amendment") to its Master Services Agreement ("Agreement") with Cadila Pharmaceuticals Ltd. ("Cadila") dated as of June 29, 2009. The Amendment extends the term by one (1) year for which services can be provided by Cadila. Under the newly amended terms, if, by March 2013, the amount of services provided by Cadila under the Agreement is less than \$7.5 million, the Company will pay Cadila the portion of the shortfall amount that is less than or equal to \$2.0 million and 50% of the portion of the shortfall amount that exceeds \$2.0 million. The remainder of the Agreement 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 Exchange Commission as an exhibit to the Novavax Quarterly Report on Form 10-Q for the quarter ending on September 30, 2011.

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, thereunto duly authorized

Novavax, Inc.
(Registrant)

August 2, 2011

By: /s/ John A. Herrmann III
Name: John A. Herrmann III
Title: Executive Director, Legal
Affairs and Corporate Secretary