

NOVAVAX INC  
Form 8-K  
July 05, 2005

**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): June 30, 2005

**NOVAVAX, INC.**

(Exact Name of Registrant as Specified in Charter)

DELAWARE

0-26770

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

508 Lapp Road, Malvern, Pennsylvania  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: 484-913-1200

N/A

(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:

- 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 8.01 Other Events

Novavax, Inc. announced today that it has priced and closed a registered direct offering for the sale of 4,000,000 shares of its common stock at a price of \$1.00 per share. Lane Capital Markets, LLC acted as the placement agent for the offering. The transaction closed on Friday, July 1, 2005. The offered shares are registered pursuant to Novavax's \$50.0 million shelf registration statement (File No. 333-108006) that was originally filed with the Securities and Exchange Commission on August 15, 2003.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Placement Agent Agreement, dated June 30, 2005.

99.2 Press Release, dated July 5, 2005.

99.3 Risk Factors.

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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.

/s/ Dennis Genge  
Dennis Genge  
Vice President and Chief Financial Officer

July 5, 2005

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EXHIBIT INDEX

The following exhibits are filed herewith:

Exhibit   Description

99.1 Placement Agent Agreement, dated June 30, 2005.

99.2 Press Release, dated July 5, 2005.

99.3 Risk Factors.