

NOVAVAX INC  
Form 8-K  
August 08, 2007

**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, 2007  
NOVAVAX, INC.  
(Exact name of Registrant as specified in its charter)**

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>0-26770</b> (Commission File Number)	<b>22-2816046</b> (I.R.S. Employer Identification No.)
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<b>9920 Belward Campus Drive</b> <b>Rockville, Maryland</b> (Address of principal executive offices)	<b>20850</b> (Zip Code)
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**Registrant's telephone number, including area code: (240) 268-2000**  
**Not applicable**

**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))**
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**Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year**

On August 2, 2007, the Board of Directors of Novavax, Inc. (the Company ) adopted amendments (the Amendments ) to sections 4.2, 4.3 and 4.4 of the Company s Amended and Restated By-laws to permit the Company to issue uncertificated securities through a direct registration program as required by the NASDAQ Marketplace Rules. The foregoing description of the Amendments is qualified in its entirety by the full text of the Amendments, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

(d) Exhibits

3.1 Amendments to the Amended and Restated By-laws of Novavax, Inc.

3.2 Amended and Restated By-laws of Novavax, Inc., as amended

2

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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, thereunto duly authorized.

Novavax, Inc.  
(Registrant)

August 8, 2007

By: /s/ Len Stigliano

Name: Len Stigliano  
Title: Vice President, Chief Financial Officer,  
Treasurer

3