

NOVAVAX INC
Form S-8
August 13, 2014

As filed with the Securities and Exchange Commission on August 13, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NOVAVAX, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|---------------------------------|---|---|
| Delaware | 20 Firstfield Road, | 22-2816046 |
| <i>(State of incorporation)</i> | Gaithersburg, Maryland 20878 | <i>(I.R.S. Employer Identification No.)</i> |
| | <i>(Address of principal executive offices)</i> | |

Amended and Restated 2005 Stock Incentive Plan

(Full Title of the Plan)

JOHN A. HERRMANN III

Vice President, General Counsel &

Corporate Secretary

Novavax, Inc.

20 Firstfield Road

Gaithersburg, Maryland 20878

jherrmann@novavax.com

(240) 268-2000

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

with copies to:

PAUL M. KINSELLA

Ropes & Gray LLP

800 Boylston Street

Boston, Massachusetts 02199-3600

pkinsella@ropesgray.com

(617) 951-7000

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 company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value | 4,000,000 | (1) \$ 4.26 | (2) \$ 17,040,000 | \$ 2,195 |

Plus, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), such additional (1) number of shares of Novavax, Inc. common stock as may be issued upon a stock split, stock dividend, or similar transaction.

(2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average of the high and low prices of Novavax, Inc. common stock as reported by The NASDAQ Global Select Market on August 8, 2014, which were \$4.37 and \$4.14, respectively.

Explanatory Note

The Registrant hereby increases the number of shares of its common stock registered for issuance under its Amended and Restated 2005 Stock Incentive Plan (the "Plan") by 4,000,000 shares. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of the following Registration Statement on Form S-8 filed with the Securities and Exchange Commission (File No. 333-130990) on January 12, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Gaithersburg, state of Maryland on August 13, 2014.

NOVAVAX, INC.

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

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Stanley C. Erck, Barclay A. Phillips and John A. Herrmann III, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Novavax, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Stanley C. Erck Stanley C. Erck | President and Chief Executive Officer and Director (Principal Executive Officer) | August 13, 2014 |
| /s/ Barclay A. Phillips Barclay A. Phillips | Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | August 13, 2014 |

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| | | |
|--|------------------------------------|-----------------|
| /s/ James F. Young, Ph.D. James F. Young, Ph.D. | Chairman of the Board of Directors | August 13, 2014 |
| /s/ Richard H. Douglas Richard H. Douglas | Director | August 13, 2014 |
| /s/Gary C. Evans Gary C. Evans | Director | August 13, 2014 |
| /s/ Rajiv I. Modi, Ph.D. Rajiv I. Modi, Ph.D | Director | August 13, 2014 |
| /s/ Michael A. McManus, Jr., J.D. Michael A. McManus, Jr., J.D. | Director | August 13, 2014 |

INDEX OF EXHIBITS

| Exhibit Number | Description |
|-------------------|---|
| 4.1 | Amended and Restated Certificate of Incorporation of Novavax, Inc., as amended by Certificates of Amendment dated December 18, 2000, July 8, 2004, May 13, 2009 and dated June 13, 2013 (Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, filed August 8, 2013) |
| 4.2 | Amended and Restated By-Laws of the Company (Incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2012, filed March 12, 2013) |
| 5.1* | Opinion of Ropes & Gray LLP |
| 10.1* | Novavax, Inc. Amended and Restated 2005 Stock Incentive Plan |
| 23.1* | Consent of Ropes & Gray LLP (included in Exhibit 5.1) |
| 23.2* | Consent of Grant Thornton LLP |
| 24* | Power of Attorney to file future amendments. Set forth on the signature page of this Registration Statement |

* Filed herewith