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NOVAVAX INC	2									
Form 4 March 07, 2014										
FORM 4									PPROVAL	
	N OMB Number:	3235-0287								
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								
(Print or Type Respo	onses)									
1. Name and Addre Wilson Russell	Symbol	er Name an VAX IN		C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O NOVAVA FIRSTFIELD R	3. Date of Earliest Transaction(Month/Day/Year)03/06/2014			Director 10% Owner Officer (give title Other (specify below) SVP, Business Development						
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
GAITHERSBU							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D) and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report o	n a separate line	for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					Perso inform requir	ns who res nation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date 3	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year) E	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise	a	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed o (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 6.05	03/06/2014(1)		А		150,000		(2)	03/06/2024	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Wilson Russell P C/O NOVAVAX, INC. 20 FIRSTFIELD ROAD GAITHERSBURG, MD 20878			SVP, Business Development					
Signatures								
/s/ John A. Herrmann III, Attorney-in-Fact		03/07	//2014					

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This option grant was approved by Novavax's board of directors on March 6, 2014.

(2) The option vests in four equal annual installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.