

NOVAVAX INC  
Form 8-K  
October 31, 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): October 26, 2005

**NOVAVAX, INC.**

(Exact Name of Registrant as Specified in Charter)

**DELAWARE**

(State or Other Jurisdiction  
of Incorporation)

**0-26770**

(Commission File Number)

**508 Lapp Road,**

**Malvern, Pennsylvania**

(Address of Principal Executive Offices)

**19355**

(Zip Code)

**484-913-1200**

Registrant's telephone number, including area code:

**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))
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Item 8.01 Other Events

Novavax, Inc. ( Novavax ) issued a press release on October 26, 2005 announcing that certain holders of \$6.0 million face amount of Novavax's 4.75% senior convertible notes due July 15, 2009 (the Notes ) exercised their optional conversion right to convert such Notes. A copy of the press release dated October 26, 2005 is being filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by Novavax dated October 26, 2005.

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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 W. Genge  
Dennis W. Genge  
Vice President and Chief  
Financial Officer

October 31, 2005

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EXHIBIT INDEX

The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Novavax, Inc. ( Novavax ) on October 26, 2005 announcing that announcing that certain holders of \$6.0 million face amount of Novavax 's 4.75% senior convertible notes due July 15, 2009 (the Notes ) exercised their optional conversion right to convert such Notes.