

NOVAVAX INC  
Form 8-K  
February 09, 2010

**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) February 8, 2010  
NOVAVAX, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**0-26770**  
(Commission File Number)

**22-2816046**  
(I.R.S. Employer  
Identification No.)

**9920 Belward Campus Drive**  
**Rockville, Maryland**  
(Address of principal executive offices)

**20850**  
(Zip Code)

**Registrant's telephone number, including area code: (240) 268-2000**  
(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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 1, 2010, James Robinson, the former Vice President, Technical and Quality Operations of Novavax, Inc. (the Company) executed a General Release of Claims and Restrictive Covenants Agreement (the Release). The revocation period for the Release expired on February 8, 2010, at which time the Release became irrevocable. In exchange for Mr. Robinson's release of the Company of general claims and agreement not to compete with, or solicit from, the Company for a period of six months, the Company will pay Mr. Robinson a lump sum severance amount of \$95,000.

**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)

February 9, 2010

By: /s/ Frederick W. Driscoll  
Name: Frederick W. Driscoll  
Title: Vice President, Chief Financial  
Officer and Treasurer