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NOVAVAX INC  
Form POS AM  
April 04, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON FEBRUARY 17, 1998  
REGISTRATION NO.333-46409

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT  
TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
NOVAVAX, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of incorporation)

22-2816046  
(I.R.S. Employer Identification Number)

8320 GUILFORD ROAD  
COLUMBIA, MD 21046  
(301) 854-3900  
(Address, including zip code, and telephone number,  
of registrant's principal executive offices)

JOHN A. SPEARS  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
NOVAVAX, INC.  
8320 GUILFORD ROAD  
COLUMBIA, MD 21046  
(301) 854-3900  
(Name, address, including zip code, and telephone number,  
of agent for service of process)

With a copy to:

-----  
DAVID A. WHITE, ESQ.  
WHITE & MCDERMOTT, P.C.  
65 WILLIAM STREET  
WELLESLEY, MASSACHUSETTS 02481  
(781) 431-1700

Approximate date of commencement of proposed sale to the public: As soon  
as practicable and from time to time after the effective date of this  
Registration Statement.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]

If any of the securities being registered on this Form are to be offered  
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act  
of 1933, other than securities offered only in connection with dividend or  
interest reinvestment plans, check the following box. [ ]

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If this Form is filed to register additional securities for an offering

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pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

### PURPOSE OF AMENDMENT

The contents of the Registration Statement on Form S-3, No. 333-46409, as filed with the Securities and Exchange Commission ("SEC") on February 17, 1998 (the "February 1998 Registration Statement") are hereby incorporated herein by reference to the extent not replaced hereby.

The Registrant registered 2,206,350 shares of its common stock in the February 1998 Registration Statement, 1,129,902 shares of which have not been sold or otherwise transferred. Pursuant to an undertaking in Item 17(a)(3) of the February 1998 Registration Statement, the Registrant hereby requests deregistration of the 1,129,902 shares of the Registrant's common stock previously registered under the February 1998 Registration Statement which have not been sold or otherwise transferred.

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### 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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Columbia, State of Maryland on March 28, 2001.

NOVAVAX, INC.

By: /s/ Dennis Genge

-----  
Dennis Genge, Vice President  
and Treasurer, Chief Financial Officer

| NAME<br>----                                  | TITLE<br>-----                                           | DATE<br>----   |
|-----------------------------------------------|----------------------------------------------------------|----------------|
| /s/ John A. Spears<br>-----<br>John A. Spears | President and<br>Chief Executive Officer<br>and Director | March 28, 2001 |
| /s/ Dennis W. Genge                           | Vice President and Treasurer                             | March 28, 2001 |

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|                                                       |                                                                            |                |
|-------------------------------------------------------|----------------------------------------------------------------------------|----------------|
| -----<br>Dennis W. Genge                              | Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) |                |
|                                                       | Director                                                                   | March 28, 2001 |
| -----<br>Gary C. Evans                                |                                                                            |                |
| /s/ William E. Georges<br>-----<br>William E. Georges | Director                                                                   | March 28, 2001 |
| /s/ Mitchell J. Kelly<br>-----<br>Mitchell J. Kelly   | Director                                                                   | March 28, 2000 |
| 4                                                     |                                                                            |                |
| /s/ J. Michael Lazarus<br>-----<br>J. Michael Lazarus | Director                                                                   | March 28, 2001 |
| /s/ John O. Marsh, Jr.<br>-----<br>John O. Marsh, Jr. | Director                                                                   | March 28, 2001 |
| /s/ Michael A. McManus<br>-----<br>Michael A. McManus | Director                                                                   | March 28, 2001 |
|                                                       | Director                                                                   | March 28, 2001 |
| -----<br>Denis M. O'Donnell                           |                                                                            |                |
| /s/ Ronald H. Walker<br>-----<br>Ronald H. Walker     | Director                                                                   | March 28, 2001 |