

NOVAVAX INC  
Form 4  
March 21, 2014

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 Responses)

1. Name and Address of Reporting Person \*  
Cadila Pharmaceuticals Ltd

(Last) (First) (Middle)

CADILA CORPORATE  
CAMPUS,, SARKHEJ- DHOLKA  
ROAD

(Street)

BHAT, AHMEDABAD  
GUJARAT, K7 382 210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NOVAVAX INC [NVAX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/19/2014                           |  | S                              |   | 1,000,000   | D  | \$ 5.17<br>(1)                             |
|                                 |                                      |  |                                |   |   |  | 11,500,000                                 |
|                                 |                                      |  |                                |   |   |  | I  |
|                                 |                                      |  |                                |   |   |  | See footnote (4)                           |
| Common Stock                    | 03/20/2014                           |  | S                              |   | 1,000,000   | D  | \$ 4.99<br>(2)                             |
|                                 |                                      |  |                                |   |   |  | 10,500,000                                 |
|                                 |                                      |  |                                |   |   |  | I  |
|                                 |                                      |  |                                |   |   |  | See footnote (4)                           |
| Common Stock                    | 03/21/2014                           |  | S                              |   | 1,000,000   | D  | \$ 4.69<br>(3)                             |
|                                 |                                      |  |                                |   |   |  | 9,500,000                                  |
|                                 |                                      |  |                                |   |   |  | I  |
|                                 |                                      |  |                                |   |   |  | See footnote (4)                           |

## Edgar Filing: NOVAVAX INC - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Cadila Pharmaceuticals Ltd<br>CADILA CORPORATE CAMPUS,<br>SARKHEJ- DHOLKA ROAD<br>BHAT, AHMEDABAD GUJARAT, K7 382 210 |               | X         |         |       |
| Satellite Overseas (Holdings) Ltd<br>7 HILL STREET, DOUGLAS<br>ISLE OF MAN, E9 1M1EF                                  |               | X         |         |       |

## Signatures

/s/ Dr. Rajiv I. Modi of Cadila Pharmaceuticals Ltd 03/21/2014

\*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.07 to \$5.37, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

## Edgar Filing: NOVAVAX INC - Form 4

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.87 to \$5.19, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.47 to \$4.99, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) These shares are owned directly by Satellite Overseas (Holdings) Limited, which is a wholly owned subsidiary (except for directors' qualifying shares) of Cadila Pharmaceuticals Ltd. Cadila Pharmaceuticals Ltd is an indirect beneficial owner of the reported securities. These shares are held for convenience in the name of "SOHL, Inc., as nominee for Satellite Overseas (Holdings) Limited." SOHL, Inc., has no voting, dispositive or pecuniary interest in any such shares.

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.