

NOVAVAX INC
Form 4
March 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
Modi Rajiv I.

(Last) (First) (Middle)

C/O CADILA
PHARMACEUTICALS LTD,
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 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Beneficial Ownership (Instr. 4)
Common Stock	03/19/2014		S	1,000,000 D	\$ 5.17 (1) 11,500,000	I	See footnote (4)
Common Stock	03/20/2014		S	1,000,000 D	\$ 4.99 (2) 10,500,000	I	See footnote (4)
Common Stock	03/21/2014		S	1,000,000 D	\$ 4.69 (3) 9,500,000	I	See footnote (4)

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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.