

SIMS NELSON M
Form 4/A
August 16, 2005

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 *
SIMS NELSON M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
508 LAPP RD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2005

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former President & CEO

MALVERN, PA 19355

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
08/15/2005

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (\$01 par value) / Restricted Stock | 08/15/2005 | 08/15/2005 | A | | 250,000 <u>(1)</u> | A | \$ 0.87 |
| | | | | | 275,000 | D | |

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.

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(9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Right to Buy | \$ 2.21 | 08/15/2005 | 08/15/2005 | D | 142,000 (2) | 02/24/2006 | 02/24/2015 | Common | 142,000 (2) |
| Right to Buy | \$ 5.95 | 08/15/2005 | 08/15/2005 | D | 135,000 (2) | 03/09/2005 | 03/09/2014 | Common | 135,000 (2) |
| Right to Buy | \$ 5.63 | 08/15/2005 | 08/15/2005 | D | 900,000 (2) | 08/11/2004 | 08/11/2014 | Common | 900,000 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMS NELSON M 508 LAPP RD MALVERN, PA 19355 | | | Former President & CEO | |

Signatures

Dennis W. Genge
Attorney-in-Fact
08/16/2005

**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) Granted pursuant to reporting person's agreement with issuer related to reporting person's separation from employment. Shares granted on August 8, 2005, and grant became irrevocable on August 15, 2005.
- (2) Option cancelled pursuant to separation agreement with issuer on August 8, 2005, becoming irrevocable on August 15, 2005.

Remarks:

Amount of Securities Beneficially Owned Following Reported Transactions (Instr. 3 and 4) - correct total is 275,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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