

NOVAVAX INC
Form 4
August 04, 2008

FORM 4

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

OMB APPROVAL

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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 *
Monath Thomas P

(Last) (First) (Middle)

C/O NOVAVAX, INC., 9920
BELWARD CAMPUS DRIVE

(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2008

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)
				(A) or (D) Price			
Common Stock	07/31/2008		P	7,000 A <u>(1)</u>	7,000	I	Held by trust <u>(2)</u>
Common Stock	07/31/2008		P	351,803 A <u>(3)</u>	3,225,366	I	Held by KPCB Pandemic and Bio Defense Fund, LLC, KPCB PBD Associates, LLC and KPCB

Holdings,
Inc. ⁽⁴⁾

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant - right to buy	\$ 3.62	07/31/2008		P		3,500		01/31/2009	07/31/2013	Common Stock	3,500
Warrant - right to buy	\$ 3.62	07/31/2008		P		175,902		01/31/2009	07/31/2013	Common Stock	175,902

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monath Thomas P C/O NOVAVAX, INC. 9920 BELWARD CAMPUS DRIVE ROCKVILLE, MD 20850		X		

Signatures

/s/ Len Stigliano, as attorney-in-fact for Thomas P.
Monath

08/04/2008

__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 reported securities are included within 7,000 Units purchased by the Reporting Person for \$2.845 per Unit. Each Unit consists of one share of Common Stock and a warrant to purchase .5 shares of Common Stock
- (2) Held by trust of Reporting Person.
- (3) The reported securities are included within 351,803 Units purchased by a fund of Kleiner Perkins Caufield & Byers for \$2.845 per Unit. Each Unit consists of one share of Common Stock and a warrant to purchase .5 shares of Common Stock.
- (4) Reporting Person is a partner of the Pandemic and Bio Defense Fund, a fund of Kleiner Perkins Caufield & Byers. KPCB PBD Associates, LLC is the managing member of KPCB Pandemic and Bio Defense Fund, LLC. Certain of the shares are held for the account of certain other persons associated with KPCB PBD Associates, LLC. Reporting Person disclaims beneficial ownership of shares held by these entities except to the extent of his pecuniary interest therein.

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.