



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 2, 2009, Dr. Thomas Monath resigned as a director of Novavax, Inc. At the time of his resignation, Dr. Monath served on each of the Compensation Committee and Nominating and Corporate Governance Committee of the Board of Directors.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized

Novavax, Inc.  
(Registrant)

November 5, 2009

By: /s/ Frederick W. Driscoll  
Name: Frederick W. Driscoll  
Title: Vice President, Chief Financial Officer  
and Treasurer