

NOVAVAX INC
Form 8-K
June 10, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 9, 2016

NOVAVAX, INC.

(Exact name of registrant as specified in charter)

Delaware

(State or Other Jurisdiction

of Incorporation)

0-26770

(Commission File Number)

22-2816046

**(I.R.S.
Employer**

**Identification
No.)**

20 Firstfield Road

Gaithersburg, Maryland 20878

(Address of Principal Executive Offices, including Zip Code)

(240) 268-2000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders of Novavax, Inc. (the “Company”) was held on June 9, 2016. Only stockholders of record as of April 13, 2016 (the “Record Date”) were entitled to vote at the annual meeting. As of the Record Date, there were 270,778,671 shares outstanding and entitled to vote at the annual meeting, of which 225,645,874 shares were represented by proxy, constituting a quorum on all matters voted upon. The stockholders voted on the following matters:

Proposal 1: Stockholders elected the following Class III nominees for director, each to serve until the 2019 Annual Meeting of Stockholders or until his or her successor is duly elected and qualified:

| Name | For | Withheld | Broker Non-Votes |
|-------------------------------|-------------|-----------|---------------------|
| Gail K. Boudreaux | 142,882,447 | 726,529 | 82,036,898 |
| Michael A. McManus, Jr., J.D. | 135,802,228 | 7,806,748 | 82,036,898 |
| James F. Young, Ph.D. | 142,674,828 | 934,148 | 82,036,898 |

Proposal 2: Stockholders approved the Company’s Amended and Restated 2015 Stock Incentive Plan which increases the number of shares of the Company’s common stock, par value \$0.01 (“Common Stock”), available for issuance thereunder by 6,000,000 shares:

| For | Against | Abstaining | Broker Non-Votes |
|-------------|-----------|------------|---------------------|
| 135,133,271 | 8,127,228 | 348,387 | 82,036,988 |

Proposal 3: Stockholders approved the Company’s Amended and Restated 2013 Employee Stock Purchase Plan which increases the number of shares of the Company’s Common Stock available for issuance thereunder by 1,000,000 shares:

| For | Against | Abstaining | Broker Non-Votes |
|-------------|------------|------------|---------------------|
| 123,562,234 | 19,732,299 | 314,353 | 82,036,988 |

Proposal 4: Stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016:

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| For | Against | Abstaining | Broker Non-Votes |
|-------------|-----------|------------|---------------------|
| 217,989,349 | 1,005,910 | 6,650,615 | — |

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 hereunto duly authorized.

Novavax, Inc.
(Registrant)

Date:
June
10,
2016

By: /s/ John A. Herrmann III

Name: John A. Herrmann III
Title: Senior Vice President, General Counsel and
Corporate Secretary