

Via Facsimile and U.S. Mail  
Mail Stop 6010

December 22, 2008

Rahul Singhvi, Sc.D., M.B.A.  
President and Chief Executive Officer  
9920 Belward Campus Drive  
Rockville, Maryland 20850

**Re: Novavax, Inc.**  
**Form 10-K/A**  
**Filed December 12, 2008**  
**File No. 000-26770**

Dear Mr. Singhvi:

We have reviewed your filing and have the following comments. In our comments, we ask you to provide us with information to better understand your disclosure. Where it requests you to revise disclosure, the information you provide should show us what the revised disclosure will look like and identify the annual or quarterly filing, as applicable, in which you intend to first include it. If you do not believe that revised disclosure is necessary, explain the reason in your response. After reviewing the information provided, we may raise additional comments and/or request that you amend your filing.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K/A filed December 12, 2008

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, page 1

License Agreement with Wyeth Holdings Corporation, page 3

1. Please revise your discussion of the Wyeth Holdings agreement to quantify the total potential milestones over the life of the agreement, rather than just the 2008

fiscal year. Also, please quantify the annual license fees. Disclosure of the license fees on either an annual or an aggregate basis is permissible.

2. We note your response to comment 2. Please provide us with proposed disclosure for your Form 10-K for the year ended December 31, 2008. The disclosure should disclose your decision not to proceed with your Phase III clinical trial unless you enter into a collaboration agreement. Additionally, the discussion should identify the product candidate.
3. We note your response to comment 3 relating to the material terms of your agreement with the University of Massachusetts Medical School. Please provide proposed disclosure for your next periodic report.

\* \* \* \*

Please provide us the information requested within 10 business days or tell us when you will provide us with a response. Please furnish a cover letter with your response that keys your responses to our comments and provide any requested information. Detailed cover letters greatly facilitate our review. Please furnish your letter on EDGAR under the form type label CORRESP.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in your letter, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comment on your filing.

Mr. Rahul Singhvi, Sc.D., M.B.A.

Novavax, Inc.

December 22, 2008

Page 3

Please contact Laura Crotty, Staff Attorney, at (202) 551-3575, Suzanne Hayes, Legal Branch Chief, at (202) 551-3675 or myself at (202) 551-3715 if you have questions regarding the processing of your response as well as any questions regarding comments and related matters.

Sincerely,

Jeff Riedler  
Assistant Director