



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

April 19, 2011

Frederick W. Driscoll  
Vice President, Chief Financial Officer  
and Treasurer  
Novavax, Inc.  
9920 Belward Campus Drive  
Rockville, MD 20850

**Re: Novavax, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2009**  
**Filed March 16, 2010**  
**File No. 000-26770**

Dear Mr. Driscoll:

We have completed our review of your filing and do not have any further comments at this time.

Sincerely,

Joel Parker  
Accounting Branch Chief