
Novavax & Sanofi to Co-commercialize COVID-19 Vaccine & Develop Combo Vaccines



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- Agreement provides individuals with broader access to a protein-based non-mRNA adjuvanted COVID-19 vaccine through combined commercial strength, from 2025 onwards
 - Provides Novavax with cash and an equity investment totalling approximately \$1.2 billion (upfront payment of \$500 million and up to \$700 million in additional development, regulatory and launch milestones), plus tiered royalties
 - Novavax is entitled to additional launch and sales milestone opportunities of up to \$200 million, plus mid-single digit royalties, for each additional Sanofi vaccine product developed under a non-exclusive license with Novavax's Matrix-M™ adjuvant technology
 - Accelerates potential for development of a novel COVID-19-Influenza combination product based on authorized vaccines with demonstrated efficacy and tolerability, potentially offering individuals enhanced convenience and protection

Novavax, Inc., a global company advancing protein-based vaccines with its Matrix-M™ adjuvant, has entered into a co-exclusive licensing agreement with Sanofi.

The terms of the agreement include: a co-exclusive license to co-commercialize Novavax's current stand-alone adjuvanted COVID-19 vaccine worldwide (except in countries with existing Advance Purchase Agreements and in India, Japan and South Korea where Novavax has existing partnership agreements); a sole license to Novavax's adjuvanted COVID-19 vaccine for use in combination with Sanofi's flu vaccines while Novavax retains the right to and is developing its own COVID-19-Influenza Combination vaccine candidate; a non-exclusive license to use Novavax's adjuvanted COVID-19 vaccine for use in combination with non-flu vaccines; and a non-exclusive license to use the Matrix-M adjuvant in vaccine products. In addition, Sanofi will take a minority (<5%) equity investment in Novavax.

"With flu and COVID-19 hospital admission rates now closely mirroring each other, we have an opportunity to develop non-mRNA flu-COVID-19 combination vaccines, offering patients both enhanced convenience and protection against two serious respiratory viruses," said Jean-Francois Toussaint, Global Head of Vaccines R&D, Sanofi. "We're excited by the prospect of combining Novavax's adjuvanted COVID-19 vaccine that has shown high efficacy and favorable tolerability, with our rich portfolio of differentiated flu vaccines that have demonstrated superior protection against flu and its serious complications. Improved tolerability and thermostability, without compromise on efficacy, are what regulators, recommending bodies and patients will demand."

"This collaboration is important for Novavax and for global public health. Our new partnership combines Novavax's proprietary recombinant protein and nanoparticle technologies, Matrix™ adjuvant and R&D expertise with Sanofi's world-class leadership in launching and commercializing innovative vaccines. Together, we can broaden access to both our COVID-19 vaccine and our adjuvant to ensure more individuals can benefit from the protection vaccines can provide," said John C. Jacobs, President and Chief Executive Officer, Novavax. "Novavax is now in a stronger position to refocus our efforts on leveraging our technology platform and novel adjuvant in R&D and pipeline expansion to help advance our mission of developing life-saving vaccines to fight infectious diseases."

Under the terms of the licensing agreement:

- Novavax will receive an upfront payment of \$500 million and up to \$700 million in development, regulatory and launch milestones, up to \$1.2 billion in total.
- Starting in 2025, Sanofi will book sales of Novavax's adjuvanted COVID-19 vaccine and will support certain R&D, regulatory and commercial expenses.
- Novavax will receive tiered double-digit percentage royalty payments on sales by Sanofi of COVID-19 vaccines and COVID-19-Influenza Combination vaccines.
- Sanofi will be solely responsible for development and commercialization of any novel flu-COVID-19 combination vaccine containing a

Sanofi flu vaccine.

- Outside of the collaboration, each party may develop and commercialize their own COVID-19-Influenza combination vaccines and adjuvanted products at their own cost.
- Novavax is entitled to additional launch and sales milestone opportunities of up to \$200 million, plus mid-single digit royalties for each additional Sanofi vaccine product developed under a non-exclusive license with Novavax's Matrix-M adjuvant technology.
- In addition, Sanofi will take a minority (<5%) equity investment in Novavax.

PJT Partners is acting as the exclusive financial advisor to Novavax. Ropes & Gray LLP is serving as legal advisor.

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