

**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 3, 2022

ADVAXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36138
(Commission
File Number)

02-0563870
(IRS Employer
Identification No.)

9 Deer Park Drive, Suite K-1
Monmouth Junction, NJ
(Address of principal executive offices)

08852
(Zip Code)

Registrant's telephone number, including area code: (609) 452-9813

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	ADXSD	OTCQX® Best Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws

As discussed under Item 5.07 of Advaxis, Inc.'s (the "Company") Current Report on Form 8-K filed on April 1, 2022, on March 31, 2022, at the Company's Special Meeting of Stockholders, the Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation (the "Amendment") to effect a reverse stock split of the Company's common stock, par value \$0.001 per share, within a specified range and at the discretion of the Board of Directors.

Pursuant to such authority granted by the Company's stockholders, the Company's Board of Directors approved a one-for-80 reverse stock split (the "Reverse Stock Split") of its common stock. The Reverse Stock Split became effective upon filing of the Amendment with the Secretary of State of the State of Delaware at 12:00am Eastern Time on June 6, 2022.

The Reverse Stock Split reduced the number of shares of common stock issued and outstanding from approximately 145.6 million to approximately 1.8 million. To reflect the Reverse Stock Split, proportional adjustments were made to the Company's outstanding stock options, warrants to purchase shares of common stock and other equity awards. The Reverse Stock Split did not affect the par value per share of the Company's common stock or the total number of shares of common stock that the Company is authorized to issue pursuant to its Amended and Restated Certificate of Incorporation, as amended. Continental Stock Transfer and Trust Company, the Company's transfer agent, will act as exchange agent for purposes of any exchanges of stock certificates requested to reflect the Reverse Stock Split.

The description of the Amendment and the Reverse Stock Split is qualified in its entirety by reference to the text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events

On June 3, 2022, the Company issued a press release announcing the Reverse Stock Split. The Company's press release is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report:

Exhibit Number	Description
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Advaxis, Inc.
99.1	Press Release of Advaxis, Inc. dated June 3, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

June 6, 2022

ADVAXIS, INC.

By: /s/ Kenneth A. Berlin

Name: Kenneth A. Berlin

Title: President and Chief Executive Officer

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADVAXIS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JUNE, A.D. 2022, AT 11:32 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SIXTH DAY OF JUNE, A.D. 2022 AT 12:01 O`CLOCK A.M.



3497292 8100
SR# 20222612372

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203588886
Date: 06-03-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:32 AM 06/03/2022
FILED 11:32 AM 06/03/2022
SR 20222612372 - File Number 3497292

**Certificate of Amendment of
Amended and Restated Certificate of Incorporation of
Advaxis, Inc.**

Advaxis, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The name of the Corporation is Advaxis, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

1. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by adding at the end of Article Fourth the following new paragraph:

"Effective immediately upon the filing of this Certificate of Amendment with the Secretary of the State of Delaware (the "Effective Time"), each eighty (80) shares of the Corporation's Common Stock, par value \$0.001 per share ("Common Stock"), then issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time (the "Old Common Stock") shall automatically be combined, reclassified and changed into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional interests as described below (the "Reclassification"). Notwithstanding the immediately preceding sentence, no fractional shares will be issued in connection with the combination effected by the preceding sentence. Stockholders of record who otherwise would be entitled to receive fractional shares in connection with such combination will instead be entitled to receive, in lieu of such fractional shares, an amount in cash equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of our Common Stock on the OTCQX on the date on which the Effective Time occurs. Each stock certificate or book-entry position that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of Common Stock after the Effective Time into which the shares of Old Common Stock have been reclassified pursuant to this paragraph, until the same shall be surrendered to the Corporation. The Reclassification shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Old Common Stock of the Corporation and all references to the Old Common Stock in agreements, arrangements, documents and plans relating thereto or any option or right to purchase or acquire shares of Old Common Stock shall be deemed to be references to the Common Stock or options or rights to purchase or acquire shares of Common Stock, as the case may be."

2. The foregoing amendment has been duly adopted by the board of directors of the Corporation and the holders of a majority in voting power of the issued and outstanding shares of capital stock of the Corporation entitled to vote thereon at the special meeting of stockholders of the Corporation held on March 31, 2022 pursuant to Sections 141 and 242 of the DGCL.

3. This Certificate of Amendment shall be effective on June 6, 2022 at 12:01 A.M. Eastern Time.

IN WITNESS WHEREOF, Advaxis, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on this June 3, 2022.

Kenneth Berlin

Kenneth A. Berlin
President and Chief Executive Officer



ADVAXIS, INC. ANNOUNCES 1-FOR-80 REVERSE STOCK SPLIT

Monmouth Junction, N.J. – June 3, 2022 – Advaxis, Inc. (OTCQX: ADXS) (the “Company”), a clinical-stage biotechnology company focused on the development and commercialization of immunotherapy products, today announced that it has filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company to implement a one-for-80 reverse split of its issued and outstanding common stock (the “Reverse Stock Split”). The Reverse Stock Split will become effective as of 12:00am Eastern Time on June 6, 2022, and the Company’s common stock is expected to begin trading on a split-adjusted basis when the market opens on June 6, 2022.

At the Company’s Special Meeting of Stockholders held on March 31, 2022, the Company’s stockholders approved the amendment to the Amended and Restated Certificate of Incorporation of the Company to effect a reverse stock split of the Company’s common stock at a ratio of not less than one-for-20 and not more than one-for-80, with such ratio and the implementation and timing of such reverse stock split to be determined by the Company’s Board of Directors in its sole discretion. The Board of Directors has now approved the implementation of a one-for-80 reverse split with the timing described above.

“We believe that the Reverse Stock Split is an important step for the Company and its stockholders to optimize our position as we work to execute strategic initiatives across all fronts. Our management team and Board of Directors believe that it is in the best interest of our stockholders and the Company to implement the Reverse Stock Split in order to enable us to be prepared for success with our anticipated upcoming clinical milestones for our lead assets, ADXS-503 and ADXS-504,” said Kenneth Berlin, the Company’s President and Chief Executive Officer. “We expect implementing the Reverse Stock Split to help enable us to gain approval of our currently filed application for listing on The Nasdaq Capital Market and to also make available an increased number of authorized but unissued shares. These measures will allow us to pursue additional financing activities and/or other strategic transactions to support the development and potential commercialization of our product candidates as well as adding to our product pipeline,” he concluded.

When the Reverse Stock Split becomes effective, every 80 shares of the Company’s issued and outstanding common stock will automatically be converted into one share of common stock, without any change in the par value per share. In addition, proportionate adjustments will be made to (i) the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options and warrants to purchase shares of common stock and (ii) the number of shares reserved for issuance pursuant to the Company’s equity incentive compensation plans. Any fraction of a share of common stock that would be created as a result of the Reverse Stock Split will be cashed out at a price equal to the product of the closing price of the Company’s common stock on June 6, 2022 and the amount of the fractional share.

As mentioned above, Advaxis has filed a listing application with The Nasdaq Capital Market requesting an uplisting of the Company’s common stock. The listing of the Company’s common stock on The Nasdaq Capital Market remains subject to approval by Nasdaq and the satisfaction of all applicable listing and regulatory requirements. No assurance can be given that the Company’s common stock will ultimately be listed on The Nasdaq Capital Market. During the Nasdaq review process, the Company’s common stock will continue to trade on the OTCQX under the current symbol: “ADXS,” with a “D” placed on the ticker symbol for 20 business days after the split. The new CUSIP number for the common stock following the Reverse Stock Split will be 007624406.

Continental Stock Transfer & Trust Company, the Company’s transfer agent, will act as the exchange agent for the Reverse Stock Split. Stockholders owning pre-split shares via a bank, broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split and will not be required to take further action in connection with the Reverse Stock Split, subject to brokers’ particular processes. Similarly, registered stockholders holding pre-split shares of the Company’s common stock electronically in book-entry form are also not required to take further action in connection with the Reverse Stock Split. Holders of certificated shares will be contacted by the Company or its exchange agent with further details about how to surrender old certificates.

About Advaxis, Inc.

Advaxis, Inc. is a clinical-stage biotechnology company focused on the development and commercialization of proprietary *Lm*-based antigen delivery products. These immunotherapies are based on a platform technology that utilizes live attenuated *Listeria monocytogenes* (*Lm*) bioengineered to secrete antigen/adjuvant fusion proteins. These *Lm*-based strains are believed to be a significant advancement in immunotherapy as they integrate multiple functions into a single immunotherapy and are designed to access and direct antigen presenting cells to stimulate anti-tumor T cell immunity, activate the immune system with the equivalent of multiple adjuvants, and simultaneously reduce tumor protection in the tumor microenvironment to enable T cells to eliminate tumors.

To learn more about Advaxis, visit www.advaxis.com.

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements that express the current beliefs and expectations of management, including but not limited to statements related to the Reverse Stock Split and expected benefits of listing the Company's common stock on The Nasdaq Capital Market. These and other risks are discussed in the Company's filings with the SEC, including, without limitation, its Annual Report on Form 10-K, filed on February 14, 2022, and its subsequent periodic reports on Form 10-Q and Form 8-K. Any statements contained herein that do not describe historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to update or revise forward-looking statements, except as otherwise required by law, whether as a result of new information, future events or otherwise.

Investor Contact

Tim McCarthy
LifeSci Advisors, LLC
tim@lifesciadvisors.com
(212) 915-2564
