

**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): September 20, 2021

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	ADXS	Nasdaq Capital Market
Preferred Stock Purchase Rights	-	Nasdaq Capital 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*Amendment and Restatement of Bylaws*

On September 20, 2021, the Board of Directors (“Board”) of Advaxis, Inc. (the “Company”) approved by unanimous written consent Amendment No. 1 to the Second Amended and Restated By-Laws (the “By-Laws Amendment”), which became effective immediately.

The Board added a new Section 5 to Article VI of the Second Amended and Restated By-Laws that designates the Court of Chancery of the State of Delaware, or if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware, as the sole and exclusive forum for certain legal actions, unless the Company consents in writing to the selection of an alternative forum. Additionally, the By-Laws Amendment assigns the federal district courts of the United States of America to be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933 and requires the consent, in writing, of the Company to the selection of any alternative forum as it relates to such a claim.

The foregoing description of the By-Laws Amendment does not purport to be complete and is qualified entirely by reference to the full text of the By-Laws Amendment, which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 9.01 Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment No. 1 to the Second Amended and Restated By-Laws of Advaxis, Inc.
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.

September 20, 2021

ADVAXIS, INC.

By: /s/ Kenneth A. Berlin

Name: Kenneth A. Berlin

Title: President and Chief Executive Officer, Interim Chief Financial Officer

**AMENDMENT NO. 1 TO THE
SECOND AMENDED AND RESTATED BY-LAWS OF
ADVAXIS, INC.**

The undersigned, being the duly elected and acting President and Chief Executive Officer of Advaxis, Inc., a Delaware corporation (the “**Corporation**”), does hereby certify that:

1. The Board of Directors of the Corporation, by unanimous written consent, approved and adopted the following amendments to the Second Amended and Restated By-Laws of the Corporation (the “**By-Laws**”), effective as of September 20, 2021:

The By-Laws are hereby amended by the addition thereto of a new Section 5 under Article VI, which reads in its entirety as follows:

“**Section 5. Forum Selection.** (i) Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee or agent of the Corporation to the Corporation or the Corporation’s stockholders, including any claim alleging aiding and abetting of such breach of a fiduciary duty, (c) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation or the By-Laws of the Corporation, (d) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine or (e) any other action asserting an “internal corporate claim” (as that term is defined in Section 115 of the DGCL). (ii) Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933. (iii) If any action or proceeding the subject matter of which is within the scope of paragraphs (i) or (ii) above is filed in a court other than in accordance with the above provisions (a “**Foreign Action**”) in the name of any stockholder, such stockholder shall be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce paragraph (i) above or the federal district courts of the United States of America in connection with any action brought in any such court to enforce paragraph (ii) above (an “**FSC Enforcement Action**”) and (b) having service of process made upon such stockholder in any such FSC Enforcement Action by service upon such stockholder’s counsel in the Foreign Action as agent for such stockholder. (iv) Any person or entity owning, purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this bylaw.”

2. All other provisions of the By-Laws of the Corporation remain unchanged and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of September 2021.

By: /s/ Kenneth A. Berlin

Name: Kenneth A. Berlin

Title: President and Chief Executive Officer, Interim
Chief Financial Officer
