
**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): **March 29, 2019 (March 28, 2019)**

ADVAXIS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36138
(Commission
File Number)

02-0563870
(IRS Employer
Identification No.)

**305 College Road East
Princeton, New Jersey, 08540**
(Address of Principal Executive Offices)

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

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:

- Written communications pursuant to Rule 425 under the Securities Act.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Indicate by check mark whether the registrant is an emerging growth company 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 3.03 Material Modification to Rights of Security Holders

As a result of Advaxis, Inc.'s (the "Company") reverse stock split described below, the terms of those certain Warrants issued under the Warrant Agency Agreement dated September 11, 2018 ("Warrants") were modified so that each Warrant now entitles the holder to purchase one-fifteenth of a share of Common Stock for \$0.30 (equal to \$4.50 per full share). The Company sent notice of this change to the holders of the Warrants on March 29, 2019. The Company's Notice of Change in Warrant Terms is attached as Exhibit 99.1 to this current report and is incorporated by reference herein.

Item 5.03 Amendments to Articles of Incorporation or Bylaws

As discussed under Item 5.07 of the Company's Current Report on Form 8-K filed on February 22, 2019, on February 21, 2019, at the Company's 2019 annual 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-fifteen 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 on March 29, 2019.

The Reverse Stock Split reduced the number of shares of common stock issued and outstanding from approximately 82.6 million to approximately 5.5 million. To reflect the Reverse Stock Split, proportional adjustments were made to the Company's outstanding warrants and options 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 March 28, 2019, the Company issued a press release announcing the Reverse Stock Split. The Company's press release is attached as Exhibit 99.2 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	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Advaxis, Inc.</u>
99.1	<u>Notice of Change in Warrant Terms dated March 29, 2019</u>
99.2	<u>Press Release of Advaxis, Inc. dated March 28, 2019</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 29, 2019

ADVAXIS, INC.
(Registrant)

By: /s/ Molly Henderson

Molly Henderson

Executive Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ADVAXIS, INC.**

Advaxis, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Advaxis, Inc.
2. This Certificate of Amendment (this "Certificate of Amendment") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State on June 20, 2006 as amended to date (as amended, the "Certificate of Incorporation").
3. Article FOURTH of the Certificate of Incorporation is hereby amended by adding the following new paragraph at the end of such Article:

"Effective immediately upon the filing of this Certificate of Amendment with the Secretary of the State of Delaware (the "Effective Time"), each fifteen (15) 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 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. 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 product of (i) the closing sales price of the Common Stock as reported on The Nasdaq Global Select Market as of the Effective Time, multiplied by (ii) the number of shares of Common Stock held by the stockholder immediately prior to the Effective Time that would otherwise have been exchanged for such fractional shares."
4. That thereafter, the aforesaid amendment was approved and duly adopted by the vote of a majority of the outstanding stock entitled to vote thereon at a meeting of stockholders called and held upon notice in accordance with the provisions of Sections 222 and 242 of the General Corporation Law of the State of Delaware and the terms of the Certificate of Incorporation.

[Remainder of Page Left Intentionally Blank]

IN WITNESS WHEREOF, Advaxis, Inc. has caused this Certificate of Amendment to be executed as of March 29, 2019.

ADVAXIS, INC.

By: /s/ Molly Henderson

Name: Molly Henderson

Title: Chief Financial Officer

ADVAXIS, INC.
NOTICE OF CHANGE IN WARRANT TERMS
March 29, 2019

Dear Holder of Warrants to Purchase Common Stock of Advaxis, Inc.

This is to inform you that effective March 29, 2019, Advaxis, Inc. (“Advaxis”) carried out a reverse split of its common stock (“Common Stock”), par value \$0.001 per share, which caused each fifteen shares of previously outstanding Common Stock to become one share of Common Stock.

As a result of the reverse split, the terms of the warrants issued under the Warrant Agency Agreement dated September 11, 2018 (“Warrants”) changed so that each Warrant now entitles the holder to purchase one-fifteenth of a share of Common Stock for \$0.30. Accordingly, to purchase a full share of Common Stock by exercising Warrants, a Warrant holder will have to exercise fifteen Warrants and pay a total exercise price of \$4.50.

ADVAXIS, INC.

ADVAXIS

IMMUNOTHERAPIES

Advaxis Announces Reverse Stock Split

PRINCETON, N.J. (March 28, 2019) – **Advaxis, Inc.** (NASDAQ: ADXS), a late-stage biotechnology company focused on the discovery, development and commercialization of immunotherapy products, today announced that its Board of Directors has approved a one-for-fifteen (1-for-15) reverse stock split of its common stock that will become effective tomorrow, March 29, 2019, upon the filing of a Certificate of Amendment to its Certificate of Incorporation with the Secretary of the State of Delaware. Beginning on March 29, 2019, Advaxis' common stock will trade on the Nasdaq Global Select Market on a reverse split-adjusted basis under the new CUSIP number 007624307.

As previously disclosed, at the Company's Annual Meeting of Stockholders held on February 21, 2019, Advaxis' stockholders approved a proposal authorizing the Company's Board of Directors to effect a reverse stock split by a ratio of not less than one-for-ten (1-for-10) and not more than one-for-twenty-five (1-for-25).

The reverse stock split uniformly affects all issued and outstanding shares of the Company's common stock. The reverse stock split will not alter any stockholder's percentage ownership interest in Advaxis, except to the extent that the reverse stock split results in fractional shares. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing sales price of the Company's common stock on March 28, 2019. The par value of the Company's common stock will remain unchanged at \$0.001 per share following the reverse stock split.

The reverse split is expected to bring the closing bid price of the Company's common stock well above the \$1 per share required to continue the listing of the common stock on the Nasdaq Global Select Market.

The reverse stock split proportionately reduces the number of shares of common stock available for issuance under the Company's equity incentive plans and proportionately reduces the number of shares of common stock issuable upon the exercise of stock options and warrants outstanding immediately prior to the reverse split.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 82.6 million to approximately 5.5 million. There is no change to the number of authorized shares under the Company's Certificate of Incorporation, as amended.

Continental Stock Transfer & Trust Company, Inc. (Continental) is acting as the exchange agent and transfer agent for the reverse stock split. Continental will provide instructions to stockholders with physical certificates regarding the optional process for exchanging their pre-split stock certificates for post-split stock certificates and receiving payment for any fractional shares.

About Advaxis, Inc.

Advaxis, Inc. is a late-stage biotechnology company focused on the discovery, 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. Advaxis has four programs in various stages of clinical development: ADXS-HPV for cervical cancer; ADXS-NEO, a personalized neoantigen-directed therapy for multiple cancers; ADXS-503 for non-small cell lung cancer, from its ADXS-HOT off-the-shelf neoantigen-directed program; and ADXS-PSA for prostate cancer.

To learn more about Advaxis, visit www.advaxis.com and connect on Twitter, LinkedIn, Facebook and YouTube.

Advaxis Forward-Looking Statement

Some of the statements included in this press release may be forward-looking statements that involve a number of risks and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. The factors that could cause our actual results to differ materially include: the success and timing of our clinical trials, including subject accrual; our ability to avoid any clinical holds; our ability to obtain and maintain regulatory approval and/or reimbursement of our product candidates for marketing; our ability to obtain the appropriate labeling of our products under any regulatory approval; our plans to develop and commercialize our products; the successful development and implementation of our sales and marketing campaigns; the size and growth of the potential markets for our product candidates and our ability to serve those markets; our ability to successfully compete in the potential markets for our product candidates, if commercialized; regulatory developments in the United States and other countries; the rate and degree of market acceptance of any of our product candidates; new products, product candidates or new uses for existing products or technologies introduced or announced by our competitors and the timing of these introductions or announcements; market conditions in the pharmaceutical and biotechnology sectors; our available cash; the accuracy of our estimates regarding expenses, future revenues, capital requirements and needs for additional financing; our ability to obtain additional funding; our ability to obtain and maintain intellectual property protection for our product candidates; the success and timing of our preclinical studies including IND-enabling studies; the timing of our IND submissions, the ability to resolve FDA's partial clinical hold, the ability to get FDA approval for study amendments, the timing of data read-outs, the ability of our product candidates to successfully perform in clinical trials; our ability to initiate, enroll, and execute pilots and clinical trials; our ability to maintain collaborations; our ability to manufacture and the performance of third-party manufacturers; the performance of our clinical research organizations, clinical trial sponsors and clinical trial investigators; our ability to successfully implement our strategy; the impact of the reverse stock split on the market price for our common stock; and other risk factors identified from time to time in our reports filed with the SEC. Any forward-looking statements set forth in this press release speak only as of the date of this press release. We do not intend to update any of these forward-looking statements to reflect events or circumstances that occur after the date hereof.

CONTACT:

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