

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

FORM S-1
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

ADVAXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization) 2836 (Primary Standard Industrial Classification Code Number) 02-0563870 (I.R.S. Employer Identification No.)

305 College Road East
Princeton, New Jersey 08540
(609) 452-9813

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Mr. Daniel J. O'Connor
Chief Executive Officer
305 College Road East
Princeton, New Jersey 08540
(609) 452-9813

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Yvan-Claude Pierre, Esq.
Marianne C. Sarrazin, Esq.
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022
(212) 521-5400

Brad L. Shiffman, Esq.
Blank Rome LLP
The Chrysler Building
405 Lexington Avenue
New York, NY 10174-0208
(212) 885-5000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-188637

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)	Amount of registration fee (2)
Common stock, par value \$0.001 per share (2)(3)	\$ 3,450,000	\$ 444.36
Common Stock Purchase Warrants	-	
Shares of Common Stock, \$0.001 par value per share, underlying Common Stock Purchase Warrants(2)	2,156,250	277.73
Representative's Common Stock Purchase Warrant	-	
Shares of Common Stock underlying Representative's Common Stock Purchase Warrant(2)	112,500	14.49
Total Registration Fee	5,718,750	736.58

(1) Estimated solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(o) under the Securities Act.

(2) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act. The Registrant previously registered an aggregate of \$ 38,148,000 of its securities on the Registrant's Registration Statement on Form S-1 (File No. 333-188637) declared effective on October 16, 2013, for which a filing fee of \$ 5,203.39 was paid. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$5,718,750 is hereby registered.

(3) No fee pursuant to Rule 457(g) under the Securities Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, and warrants to purchase shares of common stock of Advaxis, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-188637), which was declared effective by the Securities and Exchange Commission on October 16, 2013, and all exhibits thereto are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

The Registrant hereby certifies that it (i) has initiated and released a wire transfer to transmit the filing fee set forth on the cover page of this Registration Statement to the Securities and Exchange Commission's account as soon as practicable (but no later than the close of business on October 17, 2013), (ii) will not revoke such wire transfer, and (iii) has sufficient funds in the relevant account to cover the amount of such filing fee.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-188637 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which are filed herewith.

Exhibit No. **Description of Exhibit**

5.1*	Opinion of Reed Smith LLP as to validity of the securities issued.
23.1*	Consent of Marcum LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of McGladrey LLP, Independent Registered Public Accounting Firm.
23.3	Consent of Reed Smith LLP (included in Exhibit 5.1).
24.1†	Powers of Attorney

* Filed or furnished herewith

† Included on the signature page to the Registrant's Registration Statement on Form S-1/A (File No. 333-188637) filed with the Commission on September 27, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on the 16th day of October, 2013.

ADVAXIS, INC.

By: /s/ DANIEL J. O'CONNOR

Daniel J. O'Connor
Chief Executive Officer
(Principal Executive Officer)

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DANIEL J. O'CONNOR</u> Daniel J. O'Connor	Chief Executive Officer, President and Director (Principal Executive Officer)	October 16, 2013
<u>/s/ MARK J. ROSENBLUM</u> Mark J. Rosenblum	Chief Financial Officer, Senior Vice President and Secretary (Principal Financial and Accounting Officer)	October 16, 2013
<u>/s/ *</u> Dr. James Patton	Chairman of the Board of Directors	October 16, 2013
<u>/s/ *</u> Roni A. Appel	Director	October 16, 2013
<u>/s/ *</u> Richard Berman	Director	October 16, 2013
<u>/s/ *</u> Dr. Thomas McKearn	Director	October 16, 2013
<u>/s/ *</u> Thomas A. Moore	Director	October 16, 2013
<u>/s/ *</u> Dr. David Sidransky	Director	October 16, 2013

* * The undersigned does hereby sign this registration statement on behalf of the above indicated director and executive officer of Advaxis, Inc. pursuant to a power of attorney executed by such director and such executive officer.

By: /s/ DANIEL J. O'CONNOR
Daniel J. O'Connor

Advaxis, Inc.
305 College Road East
Princeton, NJ 08540

Ladies and Gentlemen:

We have acted as U.S. securities counsel to Advaxis, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), of an abbreviated Registration Statement on Form S-1 (the "Abbreviated Registration Statement") pertaining to the issuance and sale by the Company of additional shares of common stock, par value \$0.001 (the "Additional Shares"), with a proposed maximum aggregate offering price of \$3,450,000, including Additional Shares issuable upon the exercise of an option granted by the Company to the underwriters to purchase additional shares, and the shares of common stock issuable from time to time upon exercise of the warrants (the "Additional Warrant Shares") with proposed maximum aggregate offering price of \$2,156,250. The Additional Shares and are being offered together with an aggregate of \$38,148,000 of the Company's securities, including shares of common stock with a proposed maximum aggregate offering price of \$23,000,000 (the "Initial Shares") and warrants to purchase shares of common stock with a proposed maximum aggregate offering price of \$23,000 (the "Warrants"), previously registered pursuant to the Registration Statement on Form S-1 (File No. 333-188637) that was declared effective by the Commission on October 16, 2013 (the "Initial Registration Statement"). The Additional Shares and the Initial Shares (collectively the "Shares") and the Warrants are being sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and among the Company and Aegis Capital Corp., the form of which has been filed as Exhibit 1.1 to the Initial Registration Statement. The Company is also registering warrants to purchase shares of common stock of the Company to be issued to the representative of the underwriters as additional compensation pursuant to the Underwriting Agreement (the "Representative's Warrant"), as well as additional shares of Common Stock issuable upon exercise of the Representative's Warrant, with a proposed maximum aggregate offering price of \$112,500, together with the previously registered shares having a proposed maximum offering price of \$750,000, (the "Representative's Warrant Shares").

In rendering the opinion set forth herein, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all items submitted to us as originals, the conformity with originals of all items submitted to us as copies, and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and public officials.

This opinion is based solely on the General Corporation Law of the State of Delaware (including all related provisions of the Delaware Constitution and all reported judicial decisions interpreting the General Corporation Law of the State of Delaware and the Delaware Constitution).

Based upon and subject to the foregoing, we are of the opinion that: (i) the Shares have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable; (ii) the Warrants have been duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, the Warrants will be validly issued and will constitute a valid and binding agreement of the Company enforceable against the Company in accordance with its terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, moratorium and similar laws affecting creditors' rights generally and equitable principles of general applicability; (iii) the Warrant Shares, when issued and sold by the Company and delivered by the Company against receipt of the exercise price therefor, in accordance with and in the manner described in the Registration Statement and the Warrants, will be validly issued, fully paid and non-assessable; (iv) the Representative's Warrant, when executed and delivered by the Company in accordance with and in the manner described in the Registration Statement and the Underwriting Agreement, will be validly issued and will constitute a valid and binding agreement of the Company enforceable against the Company in accordance with its terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, moratorium and similar laws affecting creditors' rights generally and equitable principles of general applicability; and (v) the Representative's Warrant Shares, when issued and sold by the Company and delivered by the Company upon valid exercise thereof and against receipt of the exercise price therefor, in accordance with and in the manner described in the Registration Statement and the Representative's Warrant, will be validly issued, fully paid and non-assessable.

We consent to the inclusion of this opinion as an exhibit to the Abbreviated Registration Statement and further consent to all references to us under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Reed Smith LLP

REED SMITH LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Advaxis, Inc. (a development stage company) on Form S-1 of our report dated February 13, 2013, except for Note 17, as to which the date is July 12, 2013, which includes an explanatory paragraph as to the Company's ability to continue as a going concern with respect to our audit of the financial statements of Advaxis, Inc. (a development stage company) as of October 31, 2012 and for the year then ended, which report appears in the Annual Report on Form 10K.

/s/ Marcum LLP

New York, NY
October 16, 2013

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Advaxis, Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated January 26, 2012, except for Note 17 as to which the date is July 12, 2013, relating to our audit of the financial statements of Advaxis, Inc. (a development stage company) as of October 31, 2011 and for the year then ended and for the cumulative period from March 1, 2002 (inception) to October 31, 2011, appearing in the Prospectus, which is a part of the Registration Statement (Form S-1 No.333-188637) declared effective on October 16, 2013.

We also consent to the reference to our firm under the captions "Experts" in such Prospectus.

/s/ McGLADREY LLP

McGladrey LLP
New York, New York
October 16, 2013
