

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): October 16, 2013

ADVAXIS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

00028489
(Commission File Number)

02-0563870
(IRS Employer Identification No.)

305 College Road East
Princeton, New Jersey
(Address of principal executive offices)

08540
(Zip Code)

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

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))
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Item 8.01 Other Events.

On October 16, 2013, Advaxis, Inc. (the "Company") issued a press release announcing the pricing of its public offering of an aggregate of 5,750,000 shares of its common stock and warrants to purchase up to an aggregate of 2,875,000 shares of its common stock, at an offering price of \$4.00 per share of common stock and \$0.001 per warrant. The press release also announced that the Company granted the representative of the underwriters a 45-day option to purchase up to 862,500 additional shares of common stock and/or warrants to purchase up to 431,250 additional shares from the Company to cover over-allotments, if any, as well as the listing of the Company's common stock and warrants on The NASDAQ Capital Market under the symbols "ADX" and "ADXSW," respectively. A copy of the press release is attached hereto as Exhibit 99.1.

October 18, 2013, the Company issued a press release announcing the exercise in full of the over-allotment option granted to the representative of the underwriters for an aggregate of 862,500 shares of its common stock and warrants to purchase up to an aggregate of 431,250 shares of its common stock, at an offering price of \$4.00 per share of common stock and \$0.001 per warrant, in connection with its previously announced underwritten public offering of 5,750,000 shares of common stock and warrants to purchase up to an aggregate of 2,875,000 shares of common stock.. A copy of the press release is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---------------------------------------|
| 99.1 | Press Release dated October 16, 2013. |
| 99.2 | Press Release dated October 18, 2013. |

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.

ADVAXIS, INC.

By: /s/ Daniel O'Connor

Name: Daniel O'Connor

Title: Chief Executive Officer

Date: October 18, 2013



**ADVAXIS ANNOUNCES PRICING OF PUBLIC OFFERING OF
COMMON STOCK AND WARRANTS**

Princeton, NJ – October 16, 2013 – Advaxis, Inc., (NASDAQ: ADXS, ADXSW), a leader in developing the next generation of immunotherapies for cancer and infectious diseases, today announced the pricing of its public offering of 5,750,000 shares of common stock, and warrants to purchase up to an aggregate of 2,875,000 shares of common stock, at an offering price of \$4.00 per share and \$0.01 per warrant. The warrants have a per share exercise price of \$5.00, 125% of the public offering price of the common stock, are exercisable immediately, and expire five years from the date of issuance. Advaxis, Inc. has granted the representative of the underwriters a 45-day option to purchase up to 862,500 additional shares of common stock and/or warrants to purchase up to 431,250 additional shares from Advaxis, Inc. to cover over-allotments, if any. The shares and warrants of Advaxis, Inc. will begin trading on The NASDAQ Capital Market under the symbols “ADXS” and “ADXSW,” respectively on October 17, 2013.

Aegis Capital Corp. is acting as sole book-running manager for the offering.

The gross proceeds to Advaxis, Inc. from this offering are expected to be approximately \$23 million, before deducting underwriting discounts and commissions and other estimated offering expenses. All of the shares and warrants in the offering are being sold by Advaxis, Inc.

Advaxis, Inc. intends to use the net proceeds received from this offering to fund its research and development activities and for working capital and general corporate purposes, including the repayment of certain indebtedness and other liabilities.

In connection with its listing on The NASDAQ Capital Market, Advaxis, Inc.’s common stock will cease trading on the OTCQB.

The offering is expected to close on October 22, 2013, subject to customary closing conditions.

A registration statement on Form S-1 relating to the shares and warrants was filed with the Securities and Exchange Commission and is effective. A preliminary prospectus relating to the offering has been filed with the SEC and is available on the SEC’s web site at <http://www.sec.gov>. Copies of the final prospectus relating to the offering, when available, may be obtained from the offices of Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY 10019, telephone: 212-813-1010, e-mail: prospectus@aegiscap.com; or the above-mentioned SEC website.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale is not permitted.

About Advaxis, Inc.

Advaxis is a clinical-stage biotechnology company developing the next generation of immunotherapies for cancer and infectious diseases. Advaxis immunotherapies are based on a novel platform technology using live, attenuated bacteria that are bio-engineered to secrete an antigen/adjuvant fusion protein(s) that is designed to redirect the powerful immune response all human beings have to the bacterium to the cancer itself.

ADXS-HPV is currently being evaluated in four clinical trials for human papillomavirus (HPV)-associated cancers: recurrent/refractory cervical cancer (India), locally advanced cervical cancer (GOG/NCI U.S. study, Clinical Trials.gov Identifier NCT01266460), head & neck cancer (CRUK study, Clinical Trials.gov Identifier NCT01598792), and anal cancer (BrUOG study, Clinical Trials.gov Identifier NCT01671488). Advaxis has over 15 distinct immunotherapies in various stages of development, developed directly by Advaxis and through strategic collaborations with recognized centers of excellence such as: the National Cancer Institute, Cancer Research – UK, the University of Pennsylvania, the Georgia Regents University Cancer Center, and others.

For more information please visit: www.advaxis.com

Contact Information:

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SOURCE: Advaxis, Inc.

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**ADVAXIS ANNOUNCES FULL EXERCISE
OF UNDERWRITERS' OVER-ALLOTMENT OPTION**

Princeton, NJ – October 18, 2013 – Advaxis, Inc., (NASDAQ: ADXS, ADXSW), a leader in developing the next generation of immunotherapies for cancer and infectious diseases, today announced the full exercise of the over-allotment option granted to the underwriters to purchase an additional 862,500 shares of its common stock and warrants to purchase an additional 431,250 shares (15% of the shares and warrants sold in this offering), at a public offering price of \$4.00 per share and \$0.001 per warrant, respectively, in connection with its previously announced underwritten public offering of 5,750,000 shares of common stock, and warrants to purchase up to an aggregate of 2,875,000 shares of common stock, bringing the total gross proceeds from the offering to approximately \$26,500,000, before deducting underwriting discounts and commissions and other offering expenses payable by Advaxis, Inc. The warrants have a per share exercise price of \$5.00, 125% of the public offering price of the common stock, are exercisable immediately, and expire five years from the date of issuance.

Aegis Capital Corp. is acting as sole book-running manager for the offering.

This offering is being made only by means of a prospectus. Copies of the prospectus relating to this offering may be obtained by contacting Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY 10019, telephone: 212-813-1010, e-mail: prospectus@aegiscap.com.

A registration statement relating to these securities was declared effective by the Securities and Exchange Commission ("SEC") on October 16, 2013 and an abbreviated registration statement relating to these securities was effective upon filing with the SEC on October 16, 2013. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Advaxis, Inc.

Advaxis is a clinical-stage biotechnology company developing the next generation of immunotherapies for cancer and infectious diseases. Advaxis immunotherapies are based on a novel platform technology using live, attenuated bacteria that are bio-engineered to secrete an antigen/adjuvant fusion protein(s) that is designed to redirect the powerful immune response all human beings have to the bacterium to the cancer itself.

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SOURCE: Advaxis, Inc.

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