

# ALSTON & BIRD LLP

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January 20, 2015

Mr. Jeffrey P. Riedler  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: **Advaxis, Inc.**  
**Post-Effective Amendment No. 1 to Form S-1 on Form S-3**  
**Filed January 6, 2015**  
**File No. 333-188637**

Dear Mr. Riedler:

On behalf of Advaxis, Inc., a Delaware corporation (the "**Company**"), we hereby respond to the Securities and Exchange Commission's (the "**Commission**") comment letter dated January 16, 2015, relating to the Company's post-effective amendment to the registration statement described above (the "**Registration Statement**").

**Comment:**

1. We note that your registration statement incorporates by reference your Form 10-K for the fiscal year ended October 31, 2014, which incorporates by reference part III information from a proxy statement that has not yet been filed. In order to have a complete Section 10(a) prospectus, the registrant must either file the definitive proxy statement before the Form S-3 is declared effective or include the officer and director information in the Form 10-K. As such, please amend your Form 10-K or file your proxy statement to include executive compensation for the fiscal year ended October 31, 2014.

**Response:**

The Company has determined to amend its Form 10-K for the fiscal year ended October 31, 2014, and has filed such amendment on Form 10-K/A on January 20, 2015 (the "**Amendment**").

The Company acknowledges that it is responsible for the adequacy and accuracy of the disclosures in the Amendment and the Registration Statement, that staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the Amendment and the Registration Statement and that the Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

If you have any further questions, comments or informational requests relating to this matter, please do not hesitate to contact me at the telephone number above.

Sincerely,

*/s/ Matthew W. Mamak*

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Matthew W. Mamak

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