

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001100397	GREAT EXPECTATIONS & ASSOCIATES INC		<input checked="" type="checkbox"/> Corporation
Name of Issuer Advaxis, Inc.	Great Expectations and Associates, Inc.		<input type="checkbox"/> Limited Partnership
Jurisdiction of Incorporation/Organization DELAWARE			<input type="checkbox"/> Limited Liability Company
Year of Incorporation/Organization <input checked="" type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (Specify Year) <input type="checkbox"/> Yet to Be Formed			<input type="checkbox"/> General Partnership
			<input type="checkbox"/> Business Trust
			<input type="checkbox"/> Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer			
Advaxis, Inc.			
Street Address 1	Street Address 2		
305 COLLEGE ROAD EAST			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
PRINCETON	NEW JERSEY	08540	609-452-9813

3. Related Persons

Last Name	First Name	Middle Name
Moore	Thomas	
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Patton	James	
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Appel	Roni	A.
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McKearn	Thomas	
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Berman	Richard	
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship:	Executive Officer X Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rothman	John	
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship:	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Rosenblum	Mark	J.
Street Address 1	Street Address 2	
305 COLLEGE ROAD EAST		
City	State/Province/Country	ZIP/PostalCode
PRINCETON	NEW JERSEY	08540
Relationship:	X Executive Officer Director	Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	X Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance		

Investing
Investment Banking
Pooled Investment Fund
Is the issuer registered as an investment company under the Investment Company Act of 1940?
Yes No
Other Banking & Financial Services
Business Services
Energy
Coal Mining
Electric Utilities
Energy Conservation
Environmental Services
Oil & Gas
Other Energy

Hospitals & Physicians
Pharmaceuticals
Other Health Care
Manufacturing
Real Estate
Commercial
Construction
REITS & Finance
Residential
Other Real Estate

Computers
Telecommunications
Other Technology
Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services
Other Travel
Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
No Revenues		No Aggregate Net Asset Value
\$1 - \$1,000,000		\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
X Decline to Disclose		Decline to Disclose
Not Applicable		Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2012-01-09 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|--|
| Equity | Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input checked="" type="checkbox"/> Other (describe) |
| | Common Stock issuable upon conversion of notes. |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	None
Rodman & Renshaw, LLC	16415	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

Street Address 1	Street Address 2	
1251 AVENUE OF THE AMERICAS	20TH FLOOR	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10020

State(s) of Solicitation (select all that apply) All States Foreign/non-US
 Check "All States" or check individual States

- | |
|----------------|
| CALIFORNIA |
| CONNECTICUT |
| GEORGIA |
| ILLINOIS |
| NEW JERSEY |
| NEW YORK |
| NORTH CAROLINA |
| PENNSYLVANIA |

13. Offering and Sales Amounts

Total Offering Amount	USD	or <input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$1,047,500	USD
Total Remaining to be Sold	USD	or <input checked="" type="checkbox"/> Indefinite

Clarification of Response (if Necessary):

Advaxis, Inc. received an aggregate purchase price of \$1,047,500.00 in return for issuing to the investors (i) an aggregate of \$1,232,352.94 of its convertible promissory notes and (ii) warrants to purchase up to 4,107,842 shares of its common stock.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

12

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$73,325 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

Rodman & Renshaw, LLC also received warrants to purchase an aggregate of 575,098 shares of Advaxis, Inc.'s common stock as part of its sales commission.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

No amount of the gross proceeds is anticipated to pay named executive officers, except that the issuer may use up to \$200,000 of the gross proceeds or other available funds for payments to its CEO for prior outstanding amounts owed to him.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Advaxis, Inc.	/s/ Mark J. Rosenblum	Mark J. Rosenblum	Chief Financial Officer, Senior Vice President and Secretary	2012-02-24

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances

or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
