П

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |) |
|--|---|
| Section 16. Form 4 or Form 5 | |
| obligations may continue. See | |
| Instruction 1(b). | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

| 4 | | _ | |
|---|--------------------------|-------|-----|
| | hours per response: | | 0.5 |
| | Estimated average burden | | |
| | | | |

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol Advaxis, Inc. [ADXS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|----------------------|----------|---|---|--|-------------------------------------|--|
| Bonstein Sara | <u>l</u> | | <u>marans, me.</u> [mbno] | | Director | 10% Owner | |
| (Last) 305 COLLEGE | (First) ROAD EAST | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2017 | Х | Officer (give title below) Chief Financial C | Other (specify below) Officer | |
| (Street) PRINCETON, | NJ | 08540 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting | | ting Person | |
| (City) | (State) | (Zip) | | | Person | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (| | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|--------|---|---|---------------|--------|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock | 06/30/2017 | | A | | 394 ⁽¹⁾ | Α | \$6.49 | 243,149 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Derivative Security (Instr. 3) Conversion Execution Date Transaction Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect Date (Month/Day/Year) of Derivative or Exercise if anv Code (Instr. Securities Security Securities Form: Beneficial Beneficially Owned Price of Derivative (Month/Day/Year) 8) Securities Underlying (Instr. 5) Direct (D) Ownership (Instr. 4) or Indirect (I) (Instr. 4) Acquired Derivative (A) or Disposed Following Reported Security Security (Instr. 3 and 4) of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount o Number

Explanation of Responses:

1. The reporting person voluntarily purchases restricted stock directly from the Company at market price on the last trading day of the month pursuant to an arrangement that was approved by the Compensation Committee of the Company's Board of Directors in a manner that satisfied Exchange Act Rule 16b-3(d). The Company utilizes the net withholding method for each monthly purchase. The reporting person purchased a gross amount of 533 shares of which 139 shares were forfeited to pay withholding taxes associated with the stock issuance.

Date

Exercisable

Expiration

Date

| /s/ Daniel O'Connor, as | |
|----------------------------------|-------------|
| <u>attorney-in-fact for Sara</u> | <u>07/0</u> |
| Bonstein | |
| ** Signature of Reporting Person | Date |

of

Shares

Title

7/03/2017

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code ν (A) (D)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.