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 3235-Number: 0076 Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None		Entity Type
<u>0001100397</u>	GREAT EXP	ECTATIONS &	x	Corporation
Name of Issuer	ASSOCIATE			Limited Partnership
Advaxis, Inc.	Great Expect	ations and Associates, I	nc.	Limited Liability Company
Jurisdiction of Incorporation/Organization				General Partnership
DELAWARE				Business Trust Other (Specify)
Year of Incorporation/Organiz	ation			Other (Specify)
X Over Five Years Ago				
Within Last Five Years (Specify Year)				
Yet to Be Formed				
2. Principal Place of Business and Contact	Information			
Name of Issuer				
Advaxis, Inc.				
Street Address 1		S	treet Ad	dress 2
305 COLLEGE ROAD EAST				
-	vince/Country	ZIP/PostalCod		Phone Number of Issuer
PRINCETON NEW JERSI	EY	08540	6	09-452-9813
3. Related Persons				
Last Name	First	t Name		Middle Name
Moore Th	omas			
Street Address 1	Street A	Address 2		
305 COLLEGE ROAD EAST				
City		ince/Country		ZIP/PostalCode
	EW JERSEY		540	
Relationship: X Executive Officer X Dire	ector Promote	er		
Clarification of Response (if Necessary):				
Last Name	Firs	t Name		Middle Name
Patton Jar	nes			
Street Address 1	Street A	Address 2		
305 COLLEGE ROAD EAST				
City		ince/Country	:	ZIP/PostalCode
PRINCETON NE	EW JERSEY	08	540	
Relationship: Executive Officer X Dire	ector Promote	r		

Clarification of Response (if Necessary):

Appel Roni A. Street Address 1 Street Address 2 205 COLLEGE ROAD EAST City State/Province/Country ZIP/PostalCode PRINCETON NEW JERSEY 08540 Relationship: Street Address 1 Street Address 2 206 COLLEGE ROAD EAST Thomas L Middle Name Street Address 1 Street Address 2 206 COLLEGE ROAD EAST Street Address 2 210/PostalCode Street Address 1 Street Address 2 206 COLLEGE ROAD EAST City State/Province/Country UP/PostalCode Relationship: Executive Officer X Director Promoter Claification of Response (if Necessary): Itest Name Middle Name ZIP/PostalCode Relationship: Executive Officer X Director Promoter Street Address 1 Street Address 2 205 COLLEGE ROAD EAST Street Address 2 Street Address 1 205 COLLEGE ROAD EAST Street Address 2 Street Address 2 205 COLLEGE ROAD EAST City State/Province/Country SIP/PostalCode PRINCETON NEW JERSEY 08540 Street Address 1 Street Address 1 Street Address 2 Street Address 2 205 COLLEGE ROAD EAST City State/Province/Country ZIP/PostalCode PRINCETON NEW JERSEY 08540	Last Name	First Name		Middle Name
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Banking & Financial Services X Biotechnology Restaurants Commercial Banking Health Insurance Technology	4. Industry Group			
Banking & Financial ServicesX BiotechnologyRestaurantsCommercial BankingHealth InsuranceTechnology	Agriculture	Health Care	Retailing	
Commercial Banking Health Insurance Technology	Banking & Financial Services	X Biotechnology		
	Commercial Banking			
	Insurance		rechnology	

Investing	Hospitals & Physicians	Computers
Investment Banking	Pharmaceuticals	Telecommunications
Pooled Investment Fund	Other Health Care	Other Technology
Is the issuer registered as an investment company under	Manufacturing	Travel
the Investment Company	Real Estate	Airlines & Airports
Act of 1940?	Commercial	Lodging & Conventions
Yes No	Construction	Tourism & Travel Services
Other Banking & Financial Services	REITS & Finance	Other Travel
Business Services	Residential	Other
Energy	Other Real Estate	Other
Coal Mining	Other Real Estate	
Electric Utilities		
Energy Conservation		
Environmental Services		
Oil & Gas		
Other Energy		

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 Secti	on 4(5)
Rule 504 (b)(1)(iii)	Investment Compar	ny 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 2012-05-18 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 X Debt X Option, Warrant or Other Right to Acquire Another Securi X Security to be Acquired Upon Exercise of Option, Warrant Other Right to Acquire Security		es.
10. Business Combination Transaction		
Is this offering being made in connection with a business con a merger, acquisition or exchange offer?	nbination transaction, such as Yes X 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 10	6415	
(Associated) Broker or Dealer X None (Associated)	(Associated) Broker or Dealer CRD Number X None	
None N	Jone	
Street Address 1	Street Address 2	
	OTH FLOOR	
-	State/Province/Country	ZIP/Postal Code
State(c) of Solicitation (coloct all that apply)	NEW YORK	10020
Check "All States" or check individual States	Foreign/non-US	
CALIFORNIACONNECTICUTGEORGIAILLINOISNEW JERSEYNEW YORKNORTH CAROLINAPENNSYLVANIA		

13. Offering and Sales Amounts

Total Offering Amount	USD	or X Indefinite
Total Amount Sold	\$715,000 USD	
Total Remaining to be Sold	USD	or X Indefinite

Clarification of Response (if Necessary):

Advaxis received an aggregate purchase price of \$715,000 in return for issuing to the investors (i) an aggregate of \$953,333 of its convertible promissory notes and (ii) warrants to purchase an aggregate of up to 3,177,777 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:

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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	\$28,000 USD	Estimate
Finders' Fees	\$0 USD	Estimate

Clarification of Response (if Necessary):

Rodman & Renshaw, LLC also received warrants to purchase an aggregate of 355,556 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,	/s/ Mark J.	Mark J.	Chief Financial Officer, Senior Vice President and	2012-06-06
Inc.	Rosenblum	Rosenblum	Secretary	2012-00-00

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.