

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): July 11, 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 Information

On July 11, 2013 our Board of Directors authorized a reverse stock split at a ratio of 1-for-125 and approved the implementation of the authorized share capital decrease after the effectiveness of the reverse stock split. Accordingly, we amended our Amended and Restated Certificate of Incorporation by the filing of two Certificates of Amendment with the Delaware Secretary of State as follows: (a) on July 11, 2013, to effect a 1-for-125 reverse stock split of our common stock, par value \$0.001 per share, to take effect on July 12, 2013 at 4:30pm EDT, and (b) on July 12, 2013, to decrease the total number of authorized shares of our common stock on a post- reverse stock split basis, so that the total number of shares that we have the authority to issue is 30,000,000 shares, of which 25,000,000 shares are common stock and 5,000,000 shares are “blank check” preferred stock.

The reverse stock split was effective at approximately 4:30 p.m. EDT on July 12, 2013, and the share capital decrease took effect thereafter upon filing with the Delaware Secretary of State. As previously disclosed on a Current Report on Form 8-K filed on June 17, 2013, at the Annual Meeting of Stockholders held on June 14, 2013, our stockholders approved the filing of a Certificate of Amendment to effect a reverse stock split of our issued and outstanding common stock, and the filing of a Certificate of Amendment to decrease the total number of authorized shares of our common stock.

As a result of the reverse stock split, every 125 shares of our outstanding common stock was automatically combined into 1 share of our common stock. Stockholders will not receive fractional shares in connection with the reverse stock split. Stockholders otherwise entitled to fractional shares will receive a cash payment in lieu thereof. Stockholders will not be entitled to receive interest for the period of time between the effective date of the reverse stock split and the date the stockholder receives his or her cash payment. Stockholders holding fewer than one (1) post-reverse split share of our common stock will receive only cash in lieu of fractional shares and will no longer hold any shares of common stock as of the effective time of the reverse stock split.

The reverse stock split will reduce the number of shares of our outstanding common stock from 609,046,561 shares on July 12, 2013 to approximately 4,872,372 shares. Each stockholder’s percentage ownership interest and the proportional voting power remain unchanged after the reverse stock split, except for minor changes and adjustments resulting from the fractional interest. The rights and privileges of the holders of our common stock are unaffected by the reverse stock split.

Our post-reverse stock split common stock have a new CUSIP number 007624208, and beginning with the opening of trading on July 15, 2013, our common stock will trade on the OTCQB and OTCBB on a split-adjusted basis under the symbol “ADXSD” (to designate that it is trading on a post-reverse stock split basis). Trading will resume under the symbol “ADX” after the 20-trading day period has expired. Our transfer agent, Securities Transfer Corporation, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of their certificates for post-reverse stock split certificates.

On July 15, 2013 we issued a press release regarding the foregoing, which is filed as an Exhibit hereto.

The foregoing description of the amendments to our Certificate of Incorporation contained in this Item 8.01 is qualified in its entirety by reference to the Certificates of Amendment, which are filed as Exhibits 3.1 and 3.2 hereto and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment, filed with the Delaware Secretary of State on July 11, 2013 (reverse stock split).
3.2	Certificate of Amendment, filed with the Delaware Secretary of State on July 12, 2013 (authorized share capital decrease).
99.1	Press release dated July 15, 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/ Mark Rosenblum

Name: Mark Rosenblum

Title: Chief Financial Officer

Date: July 15, 2013

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADVAXIS, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JULY, A.D. 2013, AT 10:55 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWELFTH DAY OF JULY, A.D. 2013, AT 4:30 O'CLOCK P.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0577441

DATE: 07-11-13

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF ADVAXIS, INC.**

(a Delaware corporation)

Advaxis, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. Effective at 4:30 pm (Eastern Time) on Friday, July 12, 2013 (such time, the "Effective Time"), every 125 shares of Common Stock outstanding immediately prior to the Effective Time (such shares, the "Old Common Stock") shall automatically without further action on the part of the Corporation be combined into one (1) fully paid and nonassessable share of Common Stock (the "New Common Stock"), subject to the treatment of fractional shares described below. From and after the Effective Time, certificates representing the Old Common Stock shall, without the necessity of presenting the same for exchange, represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. There shall be no fractional shares issued. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of shares of Common Stock not evenly divisible by 125, will be entitled to receive cash in lieu of fractional shares at the value thereof on the date of the Effective Time as determined by the Board of Directors."

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed and acknowledged by its duly appointed officer as of this 11th day of July, 2013.

By: /s/ Mark J. Rosenblum
Name: Mark J. Rosenblum
Title: Chief Financial Officer,
Senior Vice President and Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ADVAXIS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF JULY, A.D. 2013, AT 4:57 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0582847

DATE: 07-12-13

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF ADVAXIS, INC.**

(a Delaware corporation)

Advaxis, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The amended and restated certificate of incorporation of the Corporation is hereby amended by deleting Article Fourth thereof in its entirety and inserting the following in lieu thereof:

"Fourth: The total number of shares which the Corporation shall have the authority to issue is Thirty Million (30,000,000) shares of which Twenty-Five Million (25,000,000) shares shall be designated "Common Stock" and have a par value of \$0.001 per share, and Five Million (5,000,000) shares shall be "blank check" preferred stock and have a par value of \$0.001."

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed and acknowledged by its duly appointed officer as of this 12th day of July, 2013.

By: /s/ Mark J. Rosenblum
Name: Mark J. Rosenblum
Title: Chief Financial Officer,
Senior Vice President and Secretary



**ADVAXIS ANNOUNCES 1-FOR-125 REVERSE STOCK SPLIT
AND DECREASE IN AUTHORIZED SHARES OF COMMON STOCK**

Princeton, NJ – July 15, 2013 – Advaxis, Inc., (OTCQB: ADXS), a leader in developing the next generation of immunotherapies for cancer and infectious diseases, announced today a 1-for-125 reverse stock split of its common stock and a decrease in the number of its authorized shares of common stock from 1,000,000,000 to 25,000,000. The reverse stock split and the decrease in the number of authorized shares of common stock were authorized by Advaxis' stockholders at the annual meeting of stockholders held on June 14, 2013.

Advaxis' shares of common stock will trade on a post-split basis beginning on July 15, 2013. The ticker symbol will not change although a "D" will be appended to the trading symbol (ADXSD) for 20 trading days to alert the public regarding the reverse stock split. The new CUSIP number for Advaxis' common stock post-reverse stock split will be 007624 208.

At the effective time of the reverse stock split, every 125 shares of Advaxis' issued and outstanding common stock will automatically be combined into 1 issued and outstanding share of common stock without any change in the par value of the shares. This will reduce the number of outstanding common shares of Advaxis from approximately 609 million to approximately 4.9 million. Additional information can be found in a Form 8-K to be filed with the Securities and Exchange Commission.

"The reverse stock split does not fundamentally change stockholder value or the market capitalization of Advaxis, but we believe increasing the price per share will make our stock more attractive to a broader range of institutional and other investors and ultimately increase stockholder value," commented Thomas A. Moore, Chairman and Chief Executive Officer of Advaxis.

Proportionate voting rights and other rights of common stockholders will not be affected by the reverse stock split, other than as a result of the cashing out of fractional shares. Stockholders who would otherwise hold a fractional share of common stock will receive a cash payment in lieu of a fractional share. The outstanding preferred stock will not be affected by the reverse stock split.

It is not necessary for stockholders to exchange their existing stock certificates for new stock certificates in connection with the reverse stock split, although stockholders may do so if they wish. Please direct any questions you might have concerning the reverse stock split to your broker or our transfer agent, Securities Transfer Corporation, by calling 469-633-0101, ext. 112, or emailing sanchez@stctransfer.com.

Additional information will also be posted on the Advaxis website under the "Reverse Stock Split FAQs" tab.

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 Wistar Institute, the University of Pennsylvania, the University of British Columbia, the Karolinska Institutet, and others. For more information please visit: advaxis.com | [Facebook](#) | [twitter](#) | [LinkedIn](#)

Forward-Looking Statements

This news release contains forward-looking statements, including, but not limited to: statements regarding the attractiveness of the post-split stock to institutional investors and the ability to increase stockholder value. These forward-looking statements are subject to a number of risks, including the risk factors set forth from time to time in Advaxis' SEC filings, including but not limited to its report on Form 10-K for the fiscal year ended October 31, 2012, which is available at <http://www.sec.gov>. Advaxis undertakes no obligation to publicly release the result of any revision to these forward-looking statements which may be made to reflect the events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law. You are cautioned not to place undue reliance on any forward-looking statements.

For Further Information:

Diana Moore
Director, Investor Relations & Business Development
Advaxis, Inc.
dmoore@advaxis.com
609.452.9814

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