

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Adaxis, Inc.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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ADVAXIS ANNOUNCES AMENDMENT OF PROXY STATEMENT SUPPLEMENT FURTHER REDUCTION IN SHARE CAPITAL PROPOSAL

Princeton, NJ – June 4, 2013 – Advaxis, Inc., ([OTCBB: ADXS](#)), a leader in developing the next generation of immunotherapies for cancer and infectious diseases, announced that it has filed a Form DEFR14A with the U.S. Securities and Exchange Commission to amend its Proxy Statement Supplement dated May 22, 2013.

Specifically, Advaxis has further revised Proposal No. 3 to now decrease the proposed total number of authorized shares of common stock post-reverse stock split to 25,000,000 shares (in the earlier proxy supplement, we proposed a total number of 50,000,000 shares of common stock post-reverse stock split).

Adaxis has concluded that stockholder approval of the proposals relating to its certificate of incorporation (Proposal No. 2, the Reverse Stock Split Amendment, and Proposal No. 3, the Authorized Share Decrease Amendment) is more likely to be achieved if Advaxis further decreases the total number of authorized shares of common stock on a post-reverse stock split to 25,000,000 shares of common stock.

"We have revised Proposal 3 in consideration of feedback received from our stockholders. Votes previously cast "in favor" do not need to be re-voted. Votes previously cast "against" can be reversed," commented Thomas A. Moore, Chairman and CEO of Advaxis. "The Board of Directors and management of the company strongly urge stockholders to vote in favor of this revised proposal. Doing so will position the Company to raise sufficient capital to execute its business plans."

The Annual Meeting of Stockholders of Advaxis, Inc. will be held on **June 14, 2013**, at 10:00 a.m., Eastern Daylight Time, at the Princeton Marriott, 100 College Road East, Princeton, New Jersey 08540.

Amendment No. 1 to the Proxy Statement Supplement is being mailed to stockholders of record as of the close of business on April 15, 2013.

About Advaxis, Inc.

Adaxis 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 diseases: 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: [adaxis.com](#) | [Facebook](#) | [twitter](#) | [LinkedIn](#)

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