FORM 3

E9

CAYMAN

KY1-1108

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL 3235-0104 OMB Number: Estimated average burden hours per response:

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

						6(a) of the Securities Exchaine Investment Company Act		f 1934				
1. Name and A Israel Bio	2. Date of Event Requiring Statement (Month/Day/Year) 01/19/2023		nt	3. Issuer Name and Ticker or Trading Symbol Ayala Pharmaceuticals, Inc. [ADXS]								
(Last) 75 FORT ST		(Middle)				4. Relationship of Reporting Issuer (Check all applicable) Director Officer (give	X 10%	,		5. If Amendment, Date of Original Filed (Month/Day/Year) 09/11/2023		
PO BOX, 13 (Street) GRAND CAYMAN	E9	KY1-1108	-			title below)	belov			Form filed Person	by One Reporting by More than One	
(City)	(State)	(Zip)										
		Ta	able I - Non	-Deri	vativ	ve Securities Benefi	cially C	wned				
1. Title of Security (Instr. 4)				E	2. Amount of Securities Beneficially Owned (Instr. I)	Form: (D) or	8. Ownership Form: Direct D) or Indirect I) (Instr. 5)					
Common Stock, par value \$0.001 per share						621,253 ⁽¹⁾		Ι	See footnote ⁽¹⁾⁽²⁾			
		(e.g				Securities Beneficiants, options, convert			5)			
Title of Derivative Security (Instr. 4) Expiration Date (Month/Day/Year)				and	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) 4. Conver or Exer			rcise	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr.		
			Date Exercisable	Expir Date	ation	Title	Amoun or Numbe of Shares	Deriva Securi	tive	or Indirect (I) (Instr. 5)	5)	
1. Name and A	-	=										
(Last) 75 FORT ST PO BOX, 13		(Mi FTON HOUS	ddle) E,									
(Street) GRAND CAYMAN	E9	KY	71-1108									
(City)	(State)	(Zip	o)									
1. Name and A Israel Bio		orting Person* GP Partner	r <u>s, L.P.</u>									
(Last) 75 FORT ST PO BOX, 13		(Mi FTON HOUS	ddle) E,									
(Street)												

(City)	(State)	(Zip)					
1. Name and Address of Reporting Person* I.B.F. Management Ltd.							
(Last) 4 OPPENHEIM	Last) (First) (Middle) OPPENHEIMER ST.						
(Street) REHOVOT	L3	7670104					
(City)	(State)	(Zip)					

Explanation of Responses:

- 1. The reported shares are held of record by Israel Biotech Fund I, L.P. ("IBF 1"). These shares were received by IBF 1 as a result of the merger, on or about January 19, 2023, of Old Ayala, Inc. (f/k/a Ayala Pharmaceuticals, Inc.) ("Old Ayala") with a wholly-owned subsidiary of the Issuer (f/k/a Advaxis, Inc.), pursuant to an Agreement and Plan of Merger (the "Advaxis Merger Agreement"), dated October 18, 2022, by and among the Issuer, Old Ayala and Doe Merger Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of the Issuer.
- 2. Israel Biotech Fund GP Partners, L.P. ("IBF I GP"), a Cayman Islands Exempted Limited Partnership, is the general partner of IBF 1. I.B.F Management Ltd. ("IBF Management"), an Israeli private company, is the management company of IBF I GP. By virtue of such relationships, IBF 1 GP and IBF Management may be deemed to have shared voting and investment power with respect to the shares held of record by IBF 1. Each of IBF 1 GP and IBF Management disclaims beneficial ownership of the shares held by IBF 1, except to the extent of their pecuniary interest therein, if any.

Remarks:

This Form 3/A amends the Form 3 filing dated September 11, 2023 (the "Original Form"), solely in order to add IBF I GP and IBF Management as additional reporting persons. Although IBF I GP and IBF Management were disclosed in the Original Form , they were unable to be included as reporting persons themselves as they did not have codes for the EDGAR system at the time.

/s/ Yuval Cabilly,
Managing Partner
/s/ Yuval Cabilly, General
Partner
/s/ Yuval Cabilly, Chief
Executive Officer
** Signature of Reporting

// 99/29/2023

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 5 (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).

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.