
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ADVAXIS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

02-0563870
(I.R.S. Employer
Identification No.)

305 College Road East
Princeton, New Jersey 08540
(609) 452-9813
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Mr. Daniel J. O'Connor
Chief Executive Officer
305 College Road East
Princeton, New Jersey 08540
(609) 452-9813
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

The Commission is requested to send copies of all communications to:

Mark F. McElreath
Matthew W. Mamak
Alston & Bird LLP
90 Park Avenue
New York, New York 10016-1387
Telephone: (212) 210-9400

Approximate date of commencement of proposed sale to the public: As soon as possible after the registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] (File No. 333-194009)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the state offering. [] _____

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. [X]

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities To Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$0.001 par value per share	N/A	N/A	\$ 3,835,119.15	\$ 445.64

- (1) The \$3,835,119.15 proposed maximum aggregate offering price is in addition to the remaining proposed maximum aggregate offering price registered pursuant to the Registrant's Registration Statement on Form S-3 (File No. 333-194009).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE OF
EARLIER REGISTRATION STATEMENT**

This Registration Statement is being filed with respect to the registration of additional securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), and General Instruction IV of Form S-3. The contents of the Registration Statement on Form S-3 (Registration No. 333-194009) initially filed by Advaxis, Inc. with the Securities and Exchange Commission (the "Commission") on February 18, 2014, including certain exhibits thereto, and declared effective by the Commission on March 4, 2014, are incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Marcum, LLP.
23.2	Consent of Alston & Bird LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page to this Registration Statement).

ALSTON&BIRD LLP

90 Park Avenue
New York, NY 10016

212-210-9400
Fax:212-210-9444
www.alston.com

Matthew W. Mamak

Direct Dial: 212-210-1256

Email: matthew.mamak@alston.com

February 18, 2015

Advaxis, Inc.
305 College Road East
Princeton, New Jersey 08540

Re: Registration Statement on Form S-3MEF

Gentlemen:

We have acted as counsel to Advaxis, Inc., a Delaware corporation (the "Company"), in connection with the registration statement (the "Registration Statement") on Form S-3MEF filed today by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), covering \$3,835,119.15 worth of shares of the Company's common stock, \$0.001 par value per share (the "Common Stock"), to be issued and sold from time to time pursuant to Rule 415 under the Securities Act. This opinion letter is being rendered pursuant to Item 16 of Form S-3 and Item 601(b)(5) of Regulation S-K.

We have examined the Amended and Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, records of proceedings of the Board of Directors, or committees thereof, and records of proceedings of the stockholders, deemed by us to be relevant to this opinion letter and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements, documents and instruments, including certificates or comparable documents of officers of the Company and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification. We assume no obligation to revise or supplement this opinion in the event of future changes in such facts.

Atlanta • Brussels • Charlotte • Dallas • Los Angeles • New York • Research Triangle • Silicon Valley • Ventura County • Washington, D.C.

Based on the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Common Stock will be validly issued, fully paid and non-assessable. This opinion is conditioned upon the Board of Directors of the Company or a duly authorized committee thereof (the "Board of Directors") having validly authorized and approved the filing of the Registration Statement, so as not to violate any applicable law, rule or regulation or result in a default under or a breach of any agreement binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company. Furthermore, this opinion is contingent upon the proper execution, authentication, issuance and delivery of such Common Stock, as the case may be, as contemplated by the Registration Statement and any prospectus supplement relating thereto, and in accordance with any underwriting agreement or securities purchase agreement in exchange for the consideration fixed therefor by the Board of Directors or a duly authorized committee thereof (provided that the consideration paid is not less than the par value thereof).

The opinion set forth herein is limited to the General Corporation Law and Constitution of the State of Delaware and reported judicial decisions interpreting the foregoing, and federal laws of the United States of America to the extent referred to specifically herein. We do not express any opinion herein concerning any other laws. We are not engaged in the practice in the State of Delaware; however, we are generally familiar with the Delaware General Corporation Law as currently in effect and have made such inquiries as we consider necessary to render the opinion contained herein. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof.

The opinion set forth above is subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors generally, including the effect of statutory or other laws regarding fraudulent or preferential transfers, and (ii) general principles of equity, including concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law. We express no opinion regarding the effectiveness of (i) any waiver of stay, extension or usury laws or of unknown future rights; or (ii) provisions may be held unenforceable as contrary to federal or state securities laws.

No opinion may be implied or inferred beyond the opinion expressly stated in the paragraph above. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

ALSTON & BIRD LLP

By: */s/ Matthew W. Mamak*

Matthew W. Mamak

Partner

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Advaxis, Inc. on Form S-3 of our report dated January 5, 2015, which was previously incorporated by reference into the Registration Statement on Form S-3 (Registration No. 333-194009) with respect to our audits of the financial statements of Advaxis, Inc. as of October 31, 2014 and 2013 and for the years then ended appearing in the Annual Report on Form 10-K of Advaxis, Inc. for the year ended October 31, 2014. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which was included in such Registration Statement.

/s/ Marcum LLP

Marcum LLP
New York, NY
February 18, 2015
