

Advaxis, Inc.  
Form S-1/A  
September 27, 2013

As filed with the Securities and Exchange Commission on September 27, 2013

**Registration No. 333-188637**

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

**AMENDMENT NO. 1  
TO  
FORM S-1  
  
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)

2836  
(Primary Standard Industrial  
Classification Code Number)

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 office)

**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)

## **Copies to:**

Yvan-Claude Pierre, Esq.  
Marianne C. Sarrazin, Esq.  
Reed Smith LLP  
599 Lexington Avenue  
New York, NY 10022  
Telephone: (212) 521-5400  
Facsimile: (212) 521-5450

**Brad L. Shiffman, Esq.**  
**Blank Rome LLP**  
**The Chrysler Building**  
**405 Lexington Avenue**  
**New York, NY 10174-0208**  
**Telephone: (212) 885-5000**  
**Facsimile: (212) 885-5001**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

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, as amended, check the following box: ☒ x

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: ☐ o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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: ☐ o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering: ☐ o

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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 Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☐

(Do not check if smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☒

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Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(2)</sup>
Common Stock, \$0.001 par value per share <sup>(2)(3)</sup>	\$ 23,000,000	\$ 3137.20
Common Stock Purchase Warrants	\$ 23,000	\$ 3.14 <sup>(4)</sup>
Shares of Common Stock, \$0.001 par value per share, underlying Common Stock Purchase Warrants <sup>(2)(7)</sup>	\$ 14,375,000	\$ 1960.75
Representative's Common Stock Purchase Warrant		<sup>(5)</sup>
Shares of Common Stock underlying Representative's Common Stock Purchase Warrant <sup>(2)(6)</sup>	\$ 750,000	\$ 102.30
Total Registration Fee <sup>(8)</sup>	\$ 38,148,000	\$ 5,203.39

(1) Estimated solely for the purpose of calculating the amount of registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").

Pursuant to Rule 416, under the Securities Act the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.

(3) Includes shares the underwriters have the option to purchase to cover over-allotments, if any.

(4) Estimated solely for purpose of calculating the registration fee pursuant to Rule 457(i) under the Securities Act.

(5) No registration fee required pursuant to Rule 457(g) under the Securities Act.

Estimated solely for purpose of calculating the registration fee pursuant to Rule 457(g) under the Securities Act,

(6) based on an estimated proposed maximum aggregate offering price of \$750,000 or 125% of \$600,000 (3% of \$20,000,000).

(7) There will be issued a warrant to purchase one share of common stock for every two shares offered. The warrants are exercisable at a per share price equal to [125%] of the common stock public offering price.

(8) Filing fee of \$5,201.82 previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

SUBJECT TO COMPLETION

DATED SEPTEMBER 27, 2013

## Shares of Common Stock

### Warrants to Purchase

### Shares of Common Stock

We are offering      shares of our common stock and warrants to purchase up to an aggregate of      shares of our common stock. The warrants will have a per share exercise price of \$      [[125%] of public offering price of the common stock]. The warrants are exercisable immediately and will expire [five] years from the date of issuance. On July 12, 2013, we effected a 1-for-125 reverse stock split of our issued and outstanding common stock.

Our common stock is traded on the OTCQB Marketplace, operated by the OTC Markets Group, under the symbol ADXS. We have applied to list our common stock and warrants on The NASDAQ Capital Market under the symbols ADXS and ADXSW, respectively. No assurance can be given that our application will be approved. On September 25, 2013, the last reported sale price for our common stock on the OTCQB Marketplace was \$6.60 per share.

**Our business and an investment in our securities involves a high degree of risk. See Risk Factors beginning on page 19 of this prospectus for a discussion of information that you should consider before investing in our securities.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Per Share