

Advaxis, Inc.  
Form 8-K  
February 19, 2015

**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): **February 19, 2015**

**ADVAXIS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**                      **000-28489**      **02-0563870**  
(State or Other Jurisdiction)

of Incorporation)

(Commission (IRS Employer  
File Number) Identification No.)

**305 College Road East**

**Princeton, New Jersey, 08540**

(Address of Principal Executive Offices)

**(609) 452-9813**

(Registrant's telephone number, including area code)

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:

Written communications pursuant to Rule 425 under the Securities Act.

Soliciting material pursuant to Rule 14a-12 under the Exchange Act.

Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

**Item 8.01. Other Events.**

On February 18, 2015, Advaxis, Inc. (the “Company”) priced a registered direct offering of 3,068,095 shares of its \$0.001 par value common stock (the “Common Stock”). The transaction closed on February 19, 2015, and the Company received total proceeds, before expenses, of approximately \$23 million from the offering. There were no underwriting or placement agent fees associated with the offering. A copy of the Company’s press release dated February 18, 2015, announcing the offering is attached hereto as Exhibit 99.1.

The Company registered the sale of the shares with the Securities and Exchange Commission (the “Commission”) pursuant to a Registration Statements on Form S-3 (File No. 333-194009) and Form S-3MEF (File No. 333-202145) (collectively, the “Registration Statements”) filed on February 18, 2014 and February 18, 2015, and declared effective by the SEC on March 4, 2014 and February 18, 2015, respectively, covering shares of the Company’s Common Stock having a value not to exceed \$23,010,714.90. The Company is filing this current report on Form 8-K in order to cause certain information contained herein and in the exhibits hereto to be incorporated into the Registration Statement by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d)Exhibits.

The following exhibit is filed as a part of this report

**Exhibit Number Description**

1.1*	Form of Securities Purchase Agreement.
5.1*	Opinion of Alston & Bird LLP, as counsel to the Company, regarding the legality of the shares.
23.3*	Consent of Alston & Bird LLP, as counsel to the Company (included in Exhibit 5.1).
99.1*	Press Release dated February 18, 2015.

\* Exhibit number corresponds to the exhibit list contained in the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ADVAXIS, INC.**

(Registrant)

By: */s/ Daniel J. O'Connor*

Daniel J. O'Connor

President and Chief Executive Officer

Date: February 19, 2015

**INDEX TO EXHIBITS**

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