

Advaxis, Inc.  
Form 4/A  
October 29, 2013

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O'Connor Daniel

(Last) (First) (Middle)

305 COLLEGE ROAD EAST

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Advaxis, Inc. [ADXSI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
07/10/2013

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|--|
| Common<br>stock                       | 01/31/2013                              |   | A                                    | V Amount (A) or (D) Price<br>2,061 A \$ 7.12<br>(1)                     | 6,941  | D  |  |
| Common<br>stock                       | 02/28/2013                              |   | A                                    | 1,090 A \$ 13.37<br>(1)   | 8,031  | D  |  |
| Common<br>stock                       | 03/31/2013                              |   | A                                    | 1,240 A \$ 11.75<br>(1)   | 9,271  | D  |  |
| Common<br>stock                       | 04/30/2013                              |   | A                                    | 1,440 A \$ 10.12<br>(1)   | 10,711   | D  |  |

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|              |            |   |        |   |                        |                       |   |
|--------------|------------|---|--------|---|------------------------|-----------------------|---|
| Common stock | 05/20/2013 | C | 21,091 | A | \$ 3.16                | 31,802 <sup>(2)</sup> | D |
| Common stock | 05/31/2013 | A | 2,381  | A | \$ 6.12 <sup>(1)</sup> | 34,183                | D |
| Common stock | 06/30/2013 | A | 2,917  | A | \$ 5 <sup>(1)</sup>    | 37,100                | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| O'Connor Daniel<br>305 COLLEGE ROAD EAST<br>PRINCETON, NJ 08540 | X Chief Executive Officer        |

## Signatures

/s/ Mark J. Rosenblum for Daniel O'Connor 10/29/2013

          Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
  - (1) Represents earned but unissued post-split shares beneficially held by the reporting person and inadvertently omitted from the reporting person's original Form 4 and subsequent Form 4s filed by the reporting person after his original Form 4 was filed. The reporting person received these shares in lieu of cash compensation. Price reflects the average monthly closing price used to calculate the amount of shares earned. Such shares have been earned by the reporting person but not yet issued by the issuer.
  - (2) Amount reported on original Form 4 in this column after conversion of the promissory notes inadvertently included shares not beneficially held by the reporting person. This amendment corrects that technical error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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