

MOORE THOMAS A
Form 4
May 16, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE THOMAS A

(Last) (First) (Middle)
C/O ADVAXIS, INC., 305
COLLEGE ROAD EAST
(Street)

PRINCETON,, NJ 08540

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CHAIRMAN / CEO

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/14/2012 | | A | | 5,490,196 | A | <u>(1)</u> <u>(2)</u> |
| | | | | | 10,842,367 | D | |

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

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(9-02)

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

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| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Convertible Promissory Note | \$ 0.15 | 05/14/2012 | | D | \$ 470,588.24 | ⁽³⁾ 10/31/2012 | Common Stock 3, |
| Common Stock Warrants (right to buy) | \$ 0.15 | 05/14/2012 | | D | 1,568,627 | ⁽³⁾ 10/31/2014 | Common Stock 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE THOMAS A C/O ADVAXIS, INC., 305 COLLEGE ROAD EAST PRINCETON,, NJ 08540 | X | | CHAIRMAN / CEO | |

Signatures

/s/ Thomas A. Moore
Date: 05/16/2012

**Signature of Reporting Person

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) On May 14, 2012, Advaxis, Inc. (the "Company") entered into an Exchange Agreement with the Reporting Person pursuant to which the Reporting Person received 5,490,196 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") in exchange for (i) surrendering to the Company a convertible promissory note of the Company with an outstanding principal amount of \$470,588.24 which was convertible into 3,137,255 shares of Common Stock and warrants to purchase an aggregate of 1,568,627 shares of Common Stock, (Continued in Footnote 2)

(2) (Continued from Footnote 1) and (ii) amending the Note Purchase Agreement, dated as of October 28, 2011, between the Company and the Reporting Person, to terminate (x) the Reporting Person's right to liquidated damages if the Company failed for any reason to satisfy the current public information requirement under Rule 144(c) promulgated under the Securities Act of 1933, as amended, (y) the Reporting Person's right to participate in any proposed or intended issuance or sale or exchange of the Company's securities, and (z) the prohibition on the Company's ability to effect, or enter into an agreement to effect, any issuance of the Company's securities for cash consideration involving a variable rate transaction.

(3) Immediately.

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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