

MOORE THOMAS A
Form 4
July 09, 2012

FORM 4

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

OMB APPROVAL

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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)
07/05/2012

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

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

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SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V (A) (D) | Date Exercisable | Expiration Date | Title |
|--|------------------------------------|------------------|--------------------|-----------------------------------|---------------------|--------------------|-------------------------------|
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | D | | 191,334 | <u>(1)</u> | 08/15/2012 Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | D | | 2,798,765 | <u>(1)</u> | 10/17/2012 Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | D | | 7,674,512 | <u>(1)</u> | 08/29/2014 Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | D | | 400,000 | <u>(1)</u> | 05/18/2017 Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | A | 191,334 | | <u>(3)</u> | <u>(4)</u> Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | A | 2,798,765 | | <u>(3)</u> | <u>(4)</u> Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | A | 7,674,512 | | <u>(3)</u> | 08/29/2014 Common Stock |
| Common Stock Warrants (right to buy) | \$ 0.15 | 07/05/2012 | A | 400,000 | | <u>(3)</u> | 05/18/2017 Common Stock |

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

07/09/2012

**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) Immediately
- On July 5, 2012, Advaxis, Inc. (the "Company") entered into an Exchange Agreement (the "Exchange Agreement") with the Reporting Person pursuant to which the Reporting Person disposed of warrants to purchase an aggregate of 11,064,611 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), in exchange for warrants to purchase an aggregate of 11,064,611 shares of Common Stock (the "Exchanged Warrants") in a transaction exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (2) None of the Exchanged Warrants may be exercised until the Company has filed an amendment to its certificate of incorporation to increase the authorized number of shares of Common Stock in such a manner as to permit the exercise, in full, of the Exchanged Warrants.
- (3) The expiration date of these Exchanged Warrants shall be the date that is two years following the date that the Company initially files an amendment to its certificate of incorporation to increase the authorized number of shares of Common Stock in such a manner as to permit the exercise, in full, of the Exchanged Warrants.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.