

ONCOSEC MEDICAL Inc
Form 424B3
March 21, 2013

PROSPECTUS SUPPLEMENT
(To Prospectus Dated November 9, 2012)

FILED PURSUANT TO RULE 424(B)(3)

REGISTRATION STATEMENT NO. 333-175779

ONCOSEC MEDICAL INCORPORATED

PROSPECTUS

Up to 8,440,000 Shares of Common Stock

This Prospectus Supplement No. 2 supplements our Prospectus dated November 9, 2012 (which was contained in our Post-Effective Amendment No. 1 to Registration Statement on Form S-1 (File No. 333-175559)) with the following attached documents:

A Quarterly Report on Form 10-Q dated March 15, 2013

The attached information amends and supplements certain information contained in the Prospectus. This Prospectus Supplement No. 2 should be read in conjunction with the Prospectus, which is required to be delivered with this Prospectus Supplement.

Our common stock is quoted on the OTC Bulletin Board under the symbol ONCS. On March 19, 2013 the last reported sale price of our common stock on the OTC Bulletin Board was \$0.22 per share.

Investing in our common stock involves risks. You should carefully consider the risk factors for our common stock, which are listed in the prospectus, as supplemented.

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

The date of this Prospectus Supplement No. 2 is March 21, 2013

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	Annex
Quarterly Report on Form 10-Q dated March 15, 2013	A

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended January 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 000-54318

ONCOSEC MEDICAL INCORPORATED

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(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

98-0573252
(IRS Employer
Identification No.)

4690 Executive Drive, Suite 250, San Diego, CA 92121

(Address of principal executive offices) (zip code)

858.210.7333

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) Yes No

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

117,859,000 shares of the registrant's common stock were issued and outstanding as of March 15, 2013.

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OncoSec Medical Incorporated

Form 10-Q

for the Quarterly Period Ended January 31, 2013

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	(unaudited) January 31, 2013	July 31, 2012
Assets		
Current assets		
Cash and cash equivalents	\$ 8,982,142	\$ 5,141,509
Prepaid expenses	143,400	343,180
Other current assets	7,969	8,367
Total Current Assets	9,133,511	5,493,056
Property and equipment, net	61,633	76,911
Intangible assets, net	1,510,251	1,858,770
Total Assets	\$ 10,705,395	\$ 7,428,737
Liabilities and Stockholders Equity		
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 681,023	\$ 384,321
Accrued compensation	56,302	218,849
Accrued income taxes	4,400	3,200
Acquisition obligation, current	1,947,696	1,416,786
Total Current Liabilities	2,689,421	2,023,156
Acquisition obligation, net of current portion		979,316
Total Liabilities	2,689,421	3,002,472
Stockholders Equity		
Common stock authorized - 3,200,000,000 common shares with a par value of \$0.0001, common stock issued and outstanding - 117,859,000 and 87,856,000 common shares as of January 31, 2013 and July 31, 2012, respectively	11,786	8,786
Additional paid-in capital	11,229,263	5,593,567
Warrants issued and outstanding-57,783,000 and 42,246,000 warrants as of January 31, 2013 and July 31, 2012, respectively	6,624,566	5,024,640
Deficit accumulated during the development stage	(9,849,641)	(6,200,728)
Total Stockholders Equity	8,015,974	4,426,265
Total Liabilities and Stockholders Equity	\$ 10,705,395	\$ 7,428,737

The accompanying notes are an integral part of these consolidated financial statements

Table of Contents**OncoSec Medical Incorporated****(A Development Stage Company)****Consolidated Statements of Operations (unaudited)**

	Three Months Ended January 31, 2013	Three Months Ended January 31, 2012	Six Months Ended January 31, 2013	Six Months Ended January 31, 2012	Period from Inception (February 8, 2008) to January 31, 2013
Revenue	\$	\$	\$	\$	\$
Expenses:					
Research and development	614,221	508,406	1,655,212	1,023,993	4,708,361
General and administrative	983,622	671,923	1,940,107	1,350,574	6,177,665
Loss from operations	(1,597,843)	(1,180,329)	(3,595,319)	(2,374,567)	(10,886,026)
Other income (expense):					
Fair value of derivative liabilities in excess of proceeds					(808,590)
Adjustments to fair value of derivative liabilities		(1,397,967)			