

Advaxis, Inc.  
Form 8-K  
May 20, 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): **May 20, 2015**

**ADVAXIS, INC.**

(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b>	<b>000-28489</b>	<b>02-0563870</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer 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 April 30, 2015, Advaxis, Inc. (“Advaxis” or the “Company”) entered into an underwriting agreement with Jefferies LLC and Barclays Capital Inc., as representatives of the several underwriters named therein (the “Underwriters”). Pursuant to the exercise of an option contained in the underwriting agreement, the Company agreed to sell to the Underwriters, and the Underwriters agreed to purchase for resale to the public, 420,000 shares of the Company’s Common Stock, \$0.001 par value per share (the “Option Shares”) for aggregate net proceeds of \$7,501,200, before expenses. The sale of the Option Shares was registered pursuant to a Registration Statement (No. 333-203497) on Form S-3 (the “Registration Statement”), which was filed by the Company with the Securities and Exchange Commission (the “Commission”) on April 17, 2015, and declared effective on April 27, 2015.

The sale of the Option Shares closed on May 20, 2015. Alston & Bird LLP, counsel to the Company, delivered an opinion as to the validity of the Option Shares, a copy of which is attached hereto as Exhibit 5.1 and is incorporated by reference herein. This Current Report on Form 8-K is being filed to incorporate the opinion by reference into such Registration Statement.

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

(d) Exhibits.

The following exhibits are filed as part of this report:

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Alston & Bird LLP.

**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)

Date: May 20, 2015 By: */s/ Daniel J. O'Connor*  
Daniel J. O'Connor  
President and Chief Executive Officer

