Advaxis, Inc. Form 4/A July 10, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PATTON JAMES P

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Advaxis, Inc. [ADXS]

(Check all applicable)

C/O ADVAXIS, INC... 305

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

X_ Director 10% Owner Other (specify Officer (give title

COLLEGE ROAD EAST

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

02/28/2013

08/02/2012

below)

PRINCETON, NJ 08540

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

Following Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of Derivative Conversion Security or Exercise

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(M	Ionth/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Stock Warrants (right to	\$ 0.085 (1)	08/02/2012		A		222,222 (2)		<u>(3)</u>	08/02/2013	Common Stock	222,222 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PATTON JAMES P C/O ADVAXIS, INC., 305 COLLEGE ROAD EAST PRINCETON, NJ 08540	X						

Signatures

buy)

/s/ Mark J. Rosenblum, attorney o7/10/2013 in fact

**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) This reflects the exercise price of the warrant on the date hereof after giving effect to adjustments pursuant to the terms of such warrant.
- (2) The number of warrants was incorrectly reported on the reporting person's original Form 4.
- (3) Immediately.

Pursuant to that certain Note Purchase Agreement, dated as of August 2, 2012, by and between Advaxis, Inc. (the "Company") and Dr. James Patton, the Company issued a convertible promissory note in the principal face amount of \$66,667 (the "Note") to Dr. Patton for a

(4) purchase price of \$50,000. Additionally, Dr. Patton received a warrant to purchase such number of the Company's common stock equal to 50% of such number of shares of the Company's common stock issuable upon conversion of the Note with a current exercise price of \$0.085 per share.

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.

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