

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ADVAXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**305 College Road East
Princeton, New Jersey**

(Address of Principal Executive Offices)

02-0563870

(I.R.S. Employer Identification No.)

08540

(Zip Code)

ADVAXIS, INC. 2015 INCENTIVE PLAN
(Full title of the plan)

**Molly Henderson
Chief Financial Officer
Advaxis, Inc.
305 College Road East
Princeton, NJ 08540
(609) 452-9813**

(Name, address, telephone number,
including area code, of agent for service)

**David C. Schwartz, Esq.
Morgan, Lewis & Bockius LLP
502 Carnegie Center
Princeton, New Jersey 08540
(609) 919 6600**

(With copies to)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$0.001 par value per share	6,062,257	\$ 0.6052	\$ 3,668,877.94	\$ 477.00

- (1) 166,667 and 166,667 shares of common stock, \$0.001 par value per share (“Common Stock”), of Advaxis, Inc. (the “Registrant”) were automatically added to the shares authorized for issuance under the Advaxis, Inc. 2015 Incentive Plan (the “2015 Plan”) on January 1, 2019 and January 1, 2020, respectively, pursuant to an “evergreen” provision contained in the 2015 Plan. Pursuant to such provision, on January 1, 2018 and on every January 1 thereafter for 10 years, the aggregate number of shares of Common Stock reserved and available for issuance pursuant to awards granted under the 2015 Plan is increased by the lesser of: (i) 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, (ii) 2,500,000 shares, or (iii) a lesser number determined by the Registrant’s Board of Directors (the “Board”) on January 1 of each calendar year. This Registration Statement on Form S-8 also covers 5,122,256 shares of Common Stock added to the shares authorized for issuance under the 2015 Plan pursuant to an amendment to the 2015 Plan approved by the Registrant’s stockholders at the Registrant’s 2020 Annual Meeting of Stockholders. This Registration Statement on Form S-8 also covers 606,667 shares of Common Stock that are available for grant and relate to underlying awards outstanding under the Registrant’s Amended and Restated 2011 Omnibus Incentive Plan as of the effective date of the 2015 Plan that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement on Form S-8 also covers an indeterminate number of shares of Common Stock that may be offered or issued to prevent dilution resulting from adjustments as a result of stock dividends,

stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices of Registrant's Common Stock as reported on the Nasdaq Global Select Market on June 24, 2020. Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Registration Statement on Form S-8 only.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed for the purpose of registering an additional 6,062,257 shares of common stock, \$0.001 par value per share (the “Common Stock”), of Advaxis, Inc. (the “Registrant”) authorized for issuance under the Advaxis, Inc. 2015 Incentive Plan (the “2015 Plan”), for which Registration Statements on Form S-8 relating to the same employee benefit plan are effective. Of these 6,062,257 shares, 166,667 and 166,667 shares of Common Stock were automatically added to the shares authorized for issuance under the 2015 Plan on January 1, 2019 and January 1, 2020, respectively, pursuant to an “evergreen” provision contained in the 2015 Plan. Pursuant to such provision, on January 1, 2018 and on every January 1 thereafter for 10 years, the aggregate number of shares of Common Stock reserved and available for issuance pursuant to awards granted under the 2015 Plan is increased by the lesser of: (i) 5% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year, (ii) 2,500,000 shares, or (iii) a lesser number determined by the Registrant’s Board of Directors (the “Board”) on January 1 of each calendar year. 5,133,256 shares of Common Stock covered by this Registration Statement were added to the shares authorized for issuance under the 2015 Plan pursuant to an amendment to the 2015 Plan, a copy of which is filed herewith as Exhibit 10.4, which was approved by the Registrant’s stockholders at the Registrant’s 2020 Annual Meeting of Stockholders. The remaining 606,667 shares of Common Stock covered by this Registration Statement are available for grant and relate to underlying awards outstanding under the Registrant’s Amended and Restated 2011 Omnibus Incentive Plan as of the effective date of the 2015 Plan that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason.

The Registrant previously filed the Registration Statements on Form S-8 (File Nos. 333-204939, 333-210285, 333-217218 and 333-222483) on June 15, 2015, March 18, 2016, April 7, 2017, and January 9, 2018, respectively, with the Commission to register an aggregate of 587,743 shares of Common Stock (as adjusted for the Registrant’s 15-for-1 reverse stock split, effective March 29, 2019) that were authorized for issuance under the 2015 Plan (collectively, the “Prior Registration Statements”). Upon the effectiveness of this Registration Statement, an aggregate of 6,650,000 shares of Common Stock will be registered for issuance from time to time under the 2015 Plan. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the Prior Registration Statements are presented herein.

INCORPORATION BY REFERENCE

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements, with respect to securities offered pursuant to the 2015 Plan, are hereby incorporated by reference.

The following documents previously filed by the Registrant with the Commission are incorporated herein by reference and shall be deemed to be a part hereof:

(1) The Registrant's Annual Report on Form 10-K for the fiscal year ended October 31, 2019, filed with the Commission on December 20, 2019, and amended by Amendment No. 1 thereto on Form 10-K/A, filed on January 21, 2020, and Amendment No. 2 thereto on Form 10-K/A, filed on February 28, 2020;

(2) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended January 31, 2020 and April 30, 2020, filed with the Commission on March 13, 2020 and June 11, 2020, respectively;

(3) The Registrant's Current Reports on Form 8-K filed with the Commission on January 7, 2020, January 16, 2020, January 23, 2020, February 13, 2020, February 14, 2020, February 20, 2020, February 27, 2020, April 10, 2020, April 20, 2020, May 5, 2020 and May 8, 2020; and

(4) The description of the Registrant's Common Stock, contained in the Registrant's Registration Statement on Form 8-A, filed with the Commission on October 15, 2013, and all amendments and reports updating such description.

In addition, all documents that the Registrant files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement (except for any portions of the Registrant's Current Reports on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof and any corresponding exhibits thereto not filed with the Commission), but prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

For purposes of this Registration Statement, any document or statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such document or statement in such document. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

See the exhibit index below, which is incorporated by reference herein.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
5.1	<u>Opinion of Morgan, Lewis & Bockius LLP (filed herewith)</u>
10.1	<u>Advaxis, Inc. 2015 Incentive Plan (incorporated by reference to Annex A to DEF 14A Proxy Statement filed by the Registrant with the Commission on April 7, 2015)</u>
10.2	<u>Amendment to the Advaxis, Inc. 2015 Incentive Plan (incorporated by reference to Exhibit B to DEF 14A Proxy Statement filed by the Registrant with the Commission on February 11, 2016)</u>
10.3	<u>Amendment to the Advaxis, Inc. 2015 Incentive Plan (incorporated by reference to Exhibit A to DEF 14A Proxy Statement filed by the Registrant with the Commission on February 10, 2017)</u>
10.4	<u>Amendment to the Advaxis, Inc. 2015 Incentive Plan (incorporated by reference to Exhibit A to DEF 14A Proxy Statement filed with the Commission on March 20, 2020)</u>
23.1	<u>Consent of Morgan, Lewis & Bockius LLP (contained in Exhibit 5.1)</u>
23.2	<u>Consent of Marcum LLP (filed herewith)</u>
24.1	<u>Power of Attorney (included on signature page)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on this 26th day of June, 2020.

Advaxis, Inc.
(Registrant)

By: /s/ Molly Henderson

Name: Molly Henderson

Title: Chief Financial Officer

KNOW BY ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kenneth A. Berlin and Molly Henderson, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 (this "Registration Statement") and any registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratify and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the date listed below.

Signature	Capacity	Date
<u>/s/ Kenneth A. Berlin</u> Kenneth A. Berlin	President and Chief Executive Officer, Director (Principal Executive Officer)	June 26, 2020
<u>/s/ Molly Henderson</u> Molly Henderson	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 26, 2020
<u>/s/ Dr. David Sidransky</u> Dr. David Sidransky	Chairman of the Board of Directors	June 26, 2020
<u>/s/ Dr. James P. Patton</u> Dr. James P. Patton	Vice Chairman of the Board of Directors	June 26, 2020
<u>/s/ Dr. Samir N. Khleif</u> Dr. Samir N. Khleif	Director	June 26, 2020
<u>/s/ Richard J. Berman</u> Richard J. Berman	Director	June 26, 2020
<u>/s/ Roni A. Appel</u> Roni A. Appel	Director	June 26, 2020

Morgan Lewis

June 26, 2020

Advaxis, Inc.
305 College Road East
Princeton, NJ 08540

RE: Advaxis, Inc., Registration Statement on Form S-8 Filed on June 26, 2020

Ladies and Gentlemen:

We have acted as counsel to Advaxis, Inc., a Delaware corporation (the “Company”), in connection with the filing of the referenced Registration Statement (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), with the Securities and Exchange Commission (the “SEC”) on the date hereof. The Registration Statement relates to the registration by the Company of the offer and sale of 6,062,257 shares (the “Shares”) of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), which may be issued under the Advaxis, Inc. 2015 Incentive Plan, as amended (the “Plan”).

In connection with this opinion letter, we have examined the Registration Statement and the exhibits thereto filed with the SEC and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Certificate of Incorporation of the Company, as amended to date, (ii) the Amended and Restated Bylaws of the Company, as amended to date, (iii) certain resolutions of the Company’s Board of Directors relating to the Registration Statement, (iv) the Plan, and (v) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company. We have also obtained and relied upon such certificates and assurances from public officials as we have deemed necessary for the purposes of our opinions set forth below.

Subject to the foregoing and the other matters set forth herein, we are of the opinion, as of the date hereof, that the Shares have been duly authorized by the Company and, when issued by the Company in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable.

Morgan, Lewis & Bockius LLP

101 Park Avenue
New York, NY 10178-0060
United States

+1.212.309.6000
+1.212.309.6001

The opinions expressed herein are limited to the federal laws of the United States and the Delaware General Corporation Law.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Advaxis, Inc. on Form S-8 of our report dated December 20, 2019, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the financial statements of Advaxis, Inc. as of October 31, 2019 and 2018 and for each of the two years in the period ended October 31, 2019 appearing in the Annual Report on Form 10-K of Advaxis, Inc. for the year ended October 31, 2019.

/s/ Marcum LLP

Marcum LLP
New York, NY
June 26, 2020
