

**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): November 22, 2021

ADVAXIS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-36138 (Commission File Number)	02-0563870 (IRS Employer Identification No.)
9 Deer Park Drive, Suite K-1, Monmouth Junction, New Jersey (Address of principal executive offices)		08852 (Zip Code)

Registrant's telephone number, including area code: (609) 452-9813

(Former name or former address, if changed since last report.)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	ADXS	Nasdaq Capital Market
Preferred Stock Purchase Rights	-	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 8.01 Other Events

As previously disclosed on its Current Report on Form 8-K filed on April 10, 2020, Advaxis, Inc. (“Advaxis” or the “Company”) received written notice from the staff (the “Staff”) of the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) indicating that Advaxis was not in compliance with Nasdaq Listing Rule 5450(a)(1) because the closing bid price for Advaxis’ common stock had closed below \$1.00 per share for the previous 30 consecutive business days (the “bid-price requirement”). As also disclosed on its Current Report on Form 8-K filed on June 25, 2020, Advaxis received a letter (“New Notice”) from the Staff of the Nasdaq on April 17, 2020 indicating that, due to extraordinary market conditions, Nasdaq has tolled the compliance period for the bid-price requirement. In accordance with the April 17, 2020 notice from Nasdaq, Advaxis had until December 21, 2020 to regain compliance with the bid price requirement.

As of December 21, 2020, Advaxis was yet to be in compliance with the bid-price requirement as discussed above. On December 22, 2020, Advaxis received notification from Nasdaq that its application to transfer the listing of its common stock from the Nasdaq Global Select Market to the Nasdaq Capital Market had been approved. Advaxis’s securities were transferred to the Nasdaq Capital Market at the opening of business on December 24, 2020, and it will have an additional 180 days, or until June 21, 2021, to regain compliance with the bid-price requirement.

On June 22, 2021, Advaxis received notification from Nasdaq that the Company had not regained compliance with the bid-price requirement. The notification indicated that the Company’s common stock would be subject to delisting unless the Company timely requests a hearing before a Nasdaq Hearing Panel (“Panel”). The Company timely requested a hearing and the hearing was held on July 29, 2021.

On August 11, 2021, Advaxis issued a press release announcing that it had received a letter indicating that following the Company’s hearing before the Panel, the Panel determined to grant the Company an extension through November 22, 2021, to evidence compliance with Nasdaq’s \$1.00 Minimum Bid Price Rule and complete its previously announced merger transaction (the “Merger”) with Biosight, Ltd. (“Biosight”). Pursuant to the Nasdaq Listing Rules, the combined company will be required to meet all applicable initial listing requirements upon the closing of the merger, including the \$4 per share price requirement as disclosed on its Current Report on Form 8-K filed on August 11, 2021.

On November 22, 2021, Advaxis issued a press release announcing that it has received a letter on November 19, 2021 indicating that the Panel had granted an extension to the original November 22, 2021 deadline to demonstrate compliance for Nasdaq listing standards. The extension is subject to the condition that on or before December 20, 2021, Advaxis will have completed its business combination and satisfied all Nasdaq initial listing requirements. A copy of the press release is attached hereto as Exhibit 99.1.

Forward-Looking Statements

Certain of the statements made in this Form 8-K are forward looking for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to, those relating to the Merger and the completion thereof. In some cases, you can identify these statements by forward-looking words such as “may,” “will,” “continue,” “anticipate,” “intend,” “could,” “project,” “expect” or the negative or plural of these words or similar expressions. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties that could cause actual results and events to differ materially from those anticipated, including, but not limited to, the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect the Company’s business and the price of the common stock of the Company; the failure of either party to satisfy any of the conditions to the consummation of the proposed transaction, including the adoption of the Merger Agreement by the Company’s stockholders and the receipt of certain governmental and regulatory approvals; uncertainties as to the timing of the consummation of the proposed transaction; the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; the effect of the announcement or pendency of the proposed transaction on the Company’s business relationships, operating results and business generally; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction; risks related to diverting management’s attention from the Company’s ongoing business operations; the outcome of any legal proceedings that may be instituted against the Company related to the Merger Agreement or the proposed transaction; unexpected costs, charges or expenses resulting from the proposed transaction; the Company’s history of net operating losses and uncertainty regarding its ability to achieve profitability; the Company’s ability to develop and commercialize product candidates; the Company’s ability to use and expand technology platforms to build a pipeline of product candidates; the Company’s ability to obtain and maintain regulatory approval of product candidates; the Company’s ability to operate in a competitive industry and compete successfully against competitors that have greater resources; the Company’s reliance on third parties; the Company’s ability to obtain and adequately protect intellectual property rights for product candidates; and the effects of COVID-19 on clinical programs and business operations. The Company discusses many of these risks in greater detail under the heading “Risk Factors” contained in quarterly report on Form 10-Q for the quarter ended July 31, 2021, filed with the SEC on September 10, 2021, the registration statement on Form S-4 filed by the Company, the proxy statement of the Company with respect to the vote of its stockholders to approve the transactions, and its other filings with the SEC. Any forward-looking statements in this Form 8-K speak only as of the date of this Form 8-K. However, while the Company and Biosight may elect to update these forward-looking statements at some point in the future, the Company and Biosight specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s and Biosight’s assessments as of any date subsequent to the date of this Form 8-K. Accordingly, undue reliance should not be placed upon the forward-looking statements.

Additional Information

This Current Report on Form 8-K may be deemed to be solicitation material in respect of the proposed transaction. In connection with the proposed transaction, the Company filed with the Securities and Exchange Commission (“SEC”) a registration statement on Form S-4, declared effective on October 20, 2021, that includes a document that serves as a prospectus of the Company and a proxy statement of the Company (the “proxy statement/prospectus/information statement”), and the Company has filed and may hereafter file other documents regarding the proposed transaction with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS/INFORMATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT HAVE BEEN OR ARE HEREAFTER FILED WITH THE SEC BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.

The proxy statement/prospectus/information statement and other documents relating to the proposed transaction can be obtained free of charge from the SEC’s website or from the Company. The documents filed by the Company with the SEC may be obtained free of charge at the Company’s website at www.advaxis.com or at the SEC’s website at www.sec.gov. These documents may also be obtained free of charge from the Company by contacting the Company’s external Investor Relations firm, LifeSci Advisors, LLC, at tim@lifesciadvisors.com.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

Participants in the Solicitation

The Company and its respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the Merger. Information about the directors and executive officers of the Company is available in the Company’s Form 10-K/A filed with the SEC on February 26, 2021. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the proxy statement/prospectus/information statement and other relevant materials to be filed with the SEC regarding the Merger when they become available. Investors should read the proxy statement/prospectus/information statement carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from the Company as indicated above.

Item 9.01 Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of the Company, dated November 22, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

November 22, 2021

ADVAXIS, INC.

By: /s/ Kenneth A. Berlin

Name: Kenneth A. Berlin

Title: President and Chief Executive Officer, Interim Chief Financial Officer

Nasdaq Grants Advaxis, Inc. an Extension to
December 20, 2021, to Complete Merger Transaction with Biosight, Ltd. and Satisfy Initial Listing Requirements

MONMOUTH JUNCTION, NEW JERSEY – November 22, 2021 (GLOBE NEWSWIRE) – Advaxis, Inc. (Nasdaq: ADXS) (“Advaxis” or the “Company”), a clinical-stage biotechnology company focused on the development and commercialization of proprietary Lm-based antigen delivery products, announced that it has received a letter from the Nasdaq Hearings Panel (the “Panel”) providing Advaxis an extension through December 20, 2021, to complete its business combination with Biosight, Ltd. (“Biosight”) and demonstrate compliance with all applicable requirements for initial listing on The Nasdaq Capital Market.

On July 6, 2021, Advaxis announced that it had entered into a merger agreement with Biosight, a privately held, Israel-based pharmaceutical company developing innovative therapeutics for hematological malignancies and disorders. On July 29, 2021, Advaxis attended a hearing before the Panel, to address the Company’s non-compliance with the \$1.00 bid price requirement for continued listing on The Nasdaq Capital Market. By decision dated August 9, 2021, the Panel granted the Company an exception through November 22, 2021, to complete the merger with Biosight and evidence compliance with all applicable initial listing criteria.

Pursuant to the Nasdaq Listing Rules, the combined company will be required to meet all applicable initial listing requirements for The Nasdaq Capital Market upon the closing of the merger, including the \$4 per share price requirement. While there can be no assurance, the Company believes that it will be able to close the merger and demonstrate compliance with all applicable requirements for initial listing on The Nasdaq Capital Market on or before December 20, 2021.

The Company’s special meeting of stockholders relating to its proposed merger with Biosight, initially held on November 16, 2021, has been adjourned to December 7, 2021, at 10:00 AM Eastern Time unless postponed or adjourned to a later date, in order to obtain the stockholder approvals necessary to complete the merger and related matters. Advaxis stockholders will be able to attend and participate in the Advaxis special meeting online by visiting www.virtualshareholdermeeting.com/ADXS2021SM where they will be able to listen to the meeting live, submit questions and vote.

How to Vote

To vote, or if you have already voted and would like to change your vote, or if you have any questions or need assistance voting your shares, please call the firm assisting us with the solicitation of proxies:

Kingsdale Advisors
1-888-518-1560 (toll free)
contactus@kingsdaleadvisors.com

About Advaxis, Inc.

Advaxis, Inc. is a clinical-stage biotechnology company focused on the development and commercialization of proprietary *Lm*-based antigen delivery products. These immunotherapies are based on a platform technology that utilizes live attenuated *Listeria monocytogenes (Lm)* bioengineered to secrete antigen/adjuvant fusion proteins. These *Lm*-based strains are believed to be a significant advancement in immunotherapy as they integrate multiple functions into a single immunotherapy and are designed to access and direct antigen presenting cells to stimulate anti-tumor T cell immunity, activate the immune system with the equivalent of multiple adjuvants, and simultaneously reduce tumor protection in the tumor microenvironment to enable T cells to eliminate tumors.

To learn more about Advaxis, visit www.advaxis.com and connect on Twitter and Facebook.

Important Information about the Merger and Where to Find It

This press release contains information that relates to a proposed transaction between the Company and Biosight Ltd. (“Biosight”) pursuant to the Agreement and Plan of Merger and Reorganization, dated July 4, 2021 by and among the Company, Biosight and other parties referenced therein (the “Merger Agreement”), the Company filed with the SEC a definitive proxy statement / prospectus contained in a registration statement on Form S-4, as amended, and the Company has mailed the definitive proxy statement / prospectus and other relevant documentation to Company stockholders. This document does not contain all the information that should be considered concerning the proposed transaction. It is not intended to form the basis of any investment decision or any other decision in respect of the proposed business combination. Advaxis stockholders and other interested persons are advised to read the definitive proxy statement / prospectus in connection with the solicitation of proxies for the special meeting to be held to approve the transactions contemplated by the proposed business combination because these materials contain important information about Biosight, Advaxis and the proposed transaction. The definitive proxy statement / prospectus was mailed to Advaxis stockholders of record as of September 17, 2021. Stockholders are also able to obtain a copy of the definitive proxy statement / prospectus free of charge at the Company’s website at www.advaxis.com or by written request to the Company at 9 Deer Park Drive, Suite K-1, Monmouth Junction, NJ, Attention: Igor Gitelman, VP of Finance and Chief Accounting Officer.

Completion of the proposed transactions is subject to approval by the stockholders of Advaxis, Inc. and certain other conditions. The proposed business combination is expected to close shortly after the special meeting assuming all conditions are met.

Participants in the Solicitation

The Company and Biosight and their respective directors and executive officers may be considered participants in the solicitation of proxies with respect to the proposed transaction. Information regarding such directors and executive officers, including a description of their interests, by security holdings or otherwise, in the proposed transaction will be set forth in the definitive proxy statement/prospectus filed with the SEC regarding the proposed transaction. Stockholders, potential investors and other interested persons should read the definitive proxy statement/prospectus carefully before making any voting or investment decisions. These documents, when available, can be obtained free of charge as described in the preceding paragraph.

Forward-Looking Statements

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements that express the current beliefs and expectations of management, including but not limited to statements related to the risk that the proposed transaction may not be completed in a timely manner or at all, which may adversely affect the Company's business and the price of the common stock of the Company; the failure of either party to satisfy any of the conditions to the consummation of the proposed transaction, including the adoption of the Merger Agreement by the Company's stockholders and the receipt of certain governmental and regulatory approvals; uncertainties as to the timing of the consummation of the proposed transaction; the occurrence of any event, change or other circumstance that could give rise to the termination of the Merger Agreement; the effect of the announcement or pendency of the proposed transaction on the Company's business relationships, operating results and business generally; risks that the proposed transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the proposed transaction; risks related to diverting management's attention from the Company's ongoing business operations; the outcome of any legal proceedings that may be instituted against the Company related to the Merger Agreement or the proposed transaction; unexpected costs, charges or expenses resulting from the proposed transaction; the Company's history of net operating losses and uncertainty regarding its ability to achieve profitability; expected clinical development of the Company's drug product candidates, statements about the Company's balance sheet position, including the sufficiency of the Company's cash and cash equivalents to fund its obligations into the future, and statements related to the goals, plans and expectations for the Company's ongoing clinical studies. These and other risks are discussed in the Company's filings with the SEC, including, without limitation, the definitive proxy statement on Schedule 14A, filed on October 29, 2021, its Annual Report on Form 10-K, filed on January 22, 2021, and its periodic reports on Form 10-Q and Form 8-K. Any statements contained herein that do not describe historical facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results, performance and achievements to differ materially from those discussed in such forward-looking statements. The Company cautions readers not to place undue reliance on any forward-looking statements, which speak only as of the date they were made. The Company undertakes no obligation to update or revise forward-looking statements, except as otherwise required by law, whether as a result of new information, future events or otherwise.

Contact:

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