

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

**FORM 10-K/A**  
(AMENDMENT NO. 2)

ANNUAL REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED - OCTOBER 31, 2019

OR

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

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER 001-36138

**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, NJ  
(Address of principal executive offices)

**02-0563870**

(IRS Employer  
Identification No.)

08540  
(Zip Code)

(609) 452-9813

(Registrant's telephone number)

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 Global Select Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes  No

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes  No

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 definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated Filer	<input checked="" type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

As of April 30, 2019, the aggregate market value of the voting common equity held by non-affiliates was approximately \$28,098,000 based on the closing bid price of the registrant's common stock on the Nasdaq Capital Market. (For purposes of determining this amount, only directors, executive officers, and 10% or greater shareholders and their respective affiliates have been deemed affiliates). [X]

The registrant had 50,211,424 shares of common stock, par value \$0.001 per share, outstanding as of December 16, 2019.

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## EXPLANATORY NOTE

Advaxis, Inc. (the “Company”) is filing this Amendment No. 2 (the “Amendment”) to its Annual Report on Form 10-K for the fiscal year ended October 31, 2019 (the “Form 10-K”) filed with the Securities and Exchange Commission (the “SEC”) on December 20, 2019 solely to include Part III of the 10-K.

Except as described above for currently-dated certifications of the Company’s Chief Executive Officer and Chief Financial Officer filed herewith as Exhibits 31.1, 31.2, 32.1 and 32.2, this Amendment does not affect any other parts of, or exhibits to, the Form 10-K, and those unaffected parts or exhibits are not included in this Amendment. Except as expressly stated in this Amendment, the Form 10-K continues to speak as of the date of the original filing of the Form 10-K, and the Company has not updated the disclosure contained in this Amendment to reflect events that have occurred since the filing of the Form 10-K.

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## Item 10: Directors, Executive Officers and Corporate Governance.

### Legal Proceedings Involving Directors

None.

### Board Leadership Structure

On May 27, 2015, David Sidransky was appointed Chairman of the Board of Directors (the “Board”) and continues to serve as Chairman. Dr. Sidransky’s experience in life science companies, as well as his scientific knowledge, his history with our Company and his own history of innovation and strategic thinking, qualify him to serve as our Chairman. Additionally, on April 23, 2018, Kenneth Berlin was appointed President and Chief Executive Officer and named a member of the Board of Directors. Mr. Berlin’s knowledge of industry standards and his experience in industry operations, and his leadership experience complements Dr. Sidransky’s scientific knowledge.

While we do not have a formal policy regarding the separation of our principal executive officer and chairman of our Board, we believe the current structure is in the best interest of the Company at this time. Further, this structure demonstrates to our employees and stockholders that we are under strong leadership, with multiple skills and sets the tone for managing our operations. This leadership structure promotes strategic development and execution, timely decision-making and effective management of our resources. We believe that we are well-served by this structure.

Advaxis’ directors are elected annually by the stockholders and serve for one-year terms until his/her successor is elected and qualified or until such director’s earlier death, resignation or removal. The executive officers and key personnel are appointed by and serve at the discretion of the Board of Directors. The current executive officers and directors of Advaxis and their respective ages as of January 31, 2020 are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Dr. David Sidransky <sup>(2) (3) (4)</sup>	59	Chairman of our Board of Directors
Dr. James P. Patton <sup>(1) (3) (4)</sup>	62	Vice Chairman of our Board of Directors
Roni A. Appel <sup>(1) (3)</sup>	53	Director
Kenneth A. Berlin	55	President and Chief Executive Officer, Director
Richard J. Berman <sup>(1) (2)</sup>	77	Director
Dr. Samir N. Khleif <sup>(2) (4)</sup>	56	Director
Molly Henderson	49	Chief Financial Officer, Executive Vice President and Corporate Secretary
Andres Gutierrez	60	Chief Medical Officer and Executive Vice President

(1) Member of the Audit Committee

(2) Member of the Compensation Committee

(3) Member of the Nominating and Corporate Governance Committee

(4) Member of the Research & Development Committee

### Dr. David Sidransky

Dr. Sidransky currently serves as the Chairman of our Board of Directors and has served as a member of our Board of Directors since July 2013. He is a renowned oncologist and research scientist named and profiled by TIME magazine in 2001 as one of the top physicians and scientists in America, recognized for his work with early detection of cancer. Since 1994, Dr. Sidransky has been the Director of the Head and Neck Cancer Research Division and Professor of Oncology, Otolaryngology, Genetics, and Pathology at Johns Hopkins University School of Medicine. He has served as Chairman or Lead of the Board of Directors of Champions Oncology since October 2007 and was a director and Vice-Chairman of ImClone Systems until its merger with Eli Lilly Inc. He is the Chairman of Tamir Biotechnology and Ayala and serves on the Board of Directors of Galmed and Orgenesis. He has served on scientific advisory boards of MedImmune, Roche, Amgen, and Veridex, LLC (a Johnson & Johnson diagnostic company), among others. Dr. Sidransky served as Director (2005-2008) of the American Association for Cancer Research (AACR). He earned his B.S. from Brandeis University and his Medical Doctorate from Baylor College of Medicine. Dr. Sidransky’s experience in life science companies, as well as his scientific knowledge, qualify him to service as our director and non-executive chairman.

**Dr. James P. Patton**

Dr. Patton currently serves as the Vice Chairman of our Board of Directors, has served as the Chairman of our Board and has been a member of our Board of Directors since February 2002. Furthermore, Dr. Patton was the Chairman of our Board of Directors from November 2004 until December 2005, as well as a period from July 2013 until May 2015, and was our Chief Executive Officer from February 2002 to November 2002. Since February 1999, Dr. Patton has been the Vice President of Millennium Oncology Management, Inc., which is a consulting company in the field of oncology services delivery. Dr. Patton was a trustee of Dundee Wealth US, a mutual fund family, from October 2006 through September 2014. He is a founder and has been chairman of VAL Health, LLC, a health care consultancy, from 2011 to the present. In addition, he was President of Comprehensive Oncology Care, LLC, a company that owned and operated a cancer treatment facility in Exton, Pennsylvania from 1999 until its sale in 2008. From February 1999 to September 2003, Dr. Patton also served as a consultant to LibertyView Equity Partners SBIC, LP, a venture capital fund based in Jersey City, New Jersey. From July 2000 to December 2002, Dr. Patton served as a director of Pinpoint Data Corp. From February 2000 to November 2000, Dr. Patton served as a director of Healthware Solutions. From June 2000 to June 2003, Dr. Patton served as a director of LifeStar Response. He earned his B.S. from the University of Michigan, his Medical Doctorate from Medical College of Pennsylvania, and his M.B.A. from Penn's Wharton School. Dr. Patton was also a Robert Wood Johnson Foundation Clinical Scholar. He has published papers regarding scientific research in human genetics, diagnostic test performance and medical economic analysis. Dr. Patton's experience as a trustee and consultant to funds that invest in life science companies provide him with the perspective from which we benefit. Additionally, Dr. Patton's medical experience and service as a principal and director of other life science companies make Dr. Patton particularly qualified to serve as our director and non-executive vice chairman.

**Roni A. Appel**

Mr. Appel has served as a member of our Board of Directors since November 2004. He was our President and Chief Executive Officer from January 1, 2006 until December 2006 and Secretary and Chief Financial Officer from November 2004 to September 2006. From December 15, 2006 to December 2007, Mr. Appel served as a consultant to us. Mr. Appel currently is a self-employed consultant and the Co-Founder and President of Spirify Pharma Inc. Previously, he served as Chief Executive Officer of Anima Biotech Inc., from 2008 through January 31, 2013. From 1999 to 2004, he was a partner and managing director of LV Equity Partners (f/k/a LibertyView Equity Partners). From 1998 until 1999, he was a director of business development at Americana Financial Services, Inc. From 1994 to 1996, he worked as an attorney. Mr. Appel holds an M.B.A from Columbia University (1998) and an LL.B. from Haifa University (1994). Mr. Appel's longstanding service with us and his entrepreneurial investment career in early stage biotech businesses qualify him to serve as our director.

**Kenneth Berlin**

Mr. Berlin has served as our President and Chief Executive Officer and a member of our Board of Directors since April 2018. Prior to joining Advaxis, Mr. Berlin served as President and Chief Executive Officer of Rosetta Genomics from November 2009 until April 2018. Prior to Rosetta Genomics, Mr. Berlin was Worldwide General Manager at cellular and molecular cancer diagnostics developer Veridex, LLC, a Johnson & Johnson company. At Veridex he grew the organization to over 100 employees, launched three cancer diagnostic products, led the acquisition of its cellular diagnostics partner, and delivered significant growth in sales as Veridex transitioned from an R&D entity to a commercial provider of oncology diagnostic products and services. Mr. Berlin joined Johnson & Johnson in 1994 and served as corporate counsel for six years. From 2001 until 2004 he served as Vice President, Licensing and New Business Development in the pharmaceuticals group, and from 2004 until 2007 served as Worldwide Vice President, Franchise Development, Ortho-Clinical Diagnostics. Mr. Berlin holds an A.B. degree from Princeton University and a J.D. from the University of California Los Angeles School of Law. Mr. Berlin's experience in life science companies, as well as his business experience in general qualify him to service as our director.

**Richard J. Berman**

Mr. Berman has served as a member of our Board of Directors since September 1, 2005. Richard Berman's business career spans over 35 years of venture capital, senior management and merger and acquisitions experience. In the past 5 years, Mr. Berman has served as a director and/or officer of over a dozen public and private companies. From 2006-2011, he was Chairman of National Investment Managers, a company with \$12 billion in pension administration assets. Mr. Berman currently serves as a director of four public healthcare companies Cryoport Inc., Advaxis, Inc., BioVie, Inc. and BriaCell Therapeutics. Recently, he became a director of Comsovereign Holding Corp, a leader in the drone market. From 2002 to 2010, he was a director at Nexmed Inc. (now Apricus Biosciences, Inc.) where he also served as Chairman/CEO in 2008 and 2009. From 1998-2000, he was employed by Internet Commerce Corporation (now Easylink Services) as Chairman and CEO and served as director from 1998-2012. Previously, Mr. Berman worked at Goldman Sachs, was Senior Vice President of Bankers Trust Company, where he started the M&A and Leveraged Buyout Departments, created the largest battery company in the world in the 1980s by merging Prestolite, General Battery and Exide to form Exide Technologies (XIDE), helped to create what is now Soho (NYC) by developing five buildings, and advised on over \$4 billion of M&A transactions (completed over 300 deals). He is a past Director of the Stern School of Business of NYU where he obtained his B.S. and M.B.A. He also has US and foreign law degrees from Boston College and The Hague Academy of International Law, respectively. Mr. Berman's extensive knowledge of our industry, his role in the governance of publicly held companies and his directorships in other life science companies qualify him to serve as our director.

**Dr. Samir Khleif**

Dr. Khleif has served as a member of our Board of Directors since October 2014. He currently serves as the Director of the State of Georgia Cancer Center, Georgia Regents University Cancer Center and the Cancer Service Line. Dr. Khleif was formerly Chief of the Cancer Vaccine Section at the NCI, and also served as a Special Assistant to the Commissioner of the FDA leading the Critical Path Initiative for oncology. Dr. Khleif is a Georgia Research Alliance Distinguished Cancer Scientist and Clinician and holds a professorship in Medicine, Biochemistry and Molecular Biology, and Graduate Studies at Georgia Regents University. Dr. Khleif's research program at Georgia Regents University Cancer Center focuses on understanding the mechanisms of cancer-induced immune suppression, and utilizing this knowledge for the development of novel immune therapeutics and vaccines against cancer. His research group designed and performed some of the first cancer vaccine clinical trials targeting specific genetic changes in cancer cells. He led many national efforts and committees on the development of biomarkers and integration of biomarkers in clinical trials, including the AACR-NCI-FDA Cancer Biomarker Collaborative and the ASCO Alternative Clinical Trial Design. Dr. Khleif is the author of many book chapters and scientific articles on tumor immunology and biomarkers process development, and he is the editor for two textbooks on cancer therapeutics, tumor immunology, and cancer vaccines. Dr. Khleif was inducted into the American Society for Clinical Investigation, received the National Cancer Institute's Director Golden Star Award, the National Institutes of Health Award for Merit, the Commendation Medal of the US Public Health Service, and he was recently appointed to the Institute of Medicine National Cancer Policy Forum. Dr. Khleif's distinguished career as well as his extensive expertise in vaccines and immunotherapies qualify him to serve as our director.

**Molly Henderson**

Ms. Henderson was appointed as our Chief Financial Officer, Executive Vice President and Corporate Secretary in June 2018. Beginning in August 2016, prior to assuming her position at Advaxis, Ms. Henderson became the Chairman and partial owner of WUJU Foods, LLC, a consumer products company. Prior to that, Ms. Henderson was Chief Financial Officer at Iovance Biotherapeutics, Inc. (formerly Lion Biotechnologies, Inc.) from June 2015 through August 2016. Ms. Henderson also served as the Chief Business and Financial Officer, Senior Vice President of VirtualScopics, Inc., a public company provider of imaging solutions to the pharmaceutical, biotechnology, and medical device industries, from May 2008 to August 2013, and as that company's Chief Financial Officer from May 2003 to May 2008. From 2013 to 2015, Ms. Henderson relocated her family to Europe, during which time Ms. Henderson advised start-up companies in Switzerland. Earlier in her career, Ms. Henderson served as the Corporate Controller of Ultralife, Inc., a publicly-held provider of high performance lithium battery solutions. Prior to Ultralife, Ms. Henderson was a Manager in the audit division of PricewaterhouseCoopers LLP. Ms. Henderson received her M.B.A. and B.S. degrees from the State University of New York at Buffalo.

**Andres Gutierrez, M.D., Ph.D.**

Dr. Gutierrez has served as our Executive Vice President and Chief Medical Officer since April 2018. Prior to joining Advaxis, Dr. Gutierrez served as Chief Medical Officer for Oncolytics Biotech, Inc. from November 2016 to April 2018. Prior to Oncolytics, Dr. Gutierrez was Chief Medical Officer at SELLAS Life Sciences Group from November 2015 to September 2016 and was Medical Director, Early Development Immuno-Oncology at Bristol-Myers Squibb from October 2012 to November 2015, where he oversaw the development of translational and clinical development of immuno-oncology programs in solid tumors and hematological malignancies. Earlier, Dr. Gutierrez was Medical Director for several biotechnology companies, including Sunesis Pharmaceuticals, BioMarin Pharmaceutical, Proteolix and Oculus Innovative Sciences, leading key programs with talazoparib and carfilzomib, among others. Prior to Oculus, he served as Director of the Gene & Cell Therapy Unit at the National Institutes of Health in Mexico City and as a consultant physician at the Hospital Angeles del Pedregal.

**Director Independence**

Each of our incumbent non-employee directors is independent in accordance with the definition set forth in the Nasdaq rules. Each nominated member of each of our Board committees is an independent director under the Nasdaq standards applicable to such committees. The Board considered the information included in transactions with related parties as outlined below along with other information the Board considered relevant, when considering the independence of each director.

**Board Meetings and Committee Meetings; Attendance**

All directors who served as directors at the time attended our 2019 Annual Meeting of Stockholders. Directors are expected, but not required, to attend the annual meeting of stockholders. Our Board holds meetings at least quarterly. Our Board held 8 meetings during fiscal year 2019, 7 of which were regularly scheduled and 1 was a special meeting.

**Audit Committee**

The Audit Committee of our Board of Directors is currently composed of three directors, all of whom satisfy the independence and other standards for Audit Committee members under the Nasdaq rules and the Exchange Act rules. The Audit Committee is responsible for recommending the engagement of auditors to the full Board, reviewing the results of the audit engagement with the independent registered public accounting firm, identifying irregularities in the management of our business in consultation with our independent accountants, and suggesting an appropriate course of action, reviewing the adequacy, scope, and results of the internal accounting controls and procedures, reviewing the degree of independence of the auditors, as well as the nature and scope of our relationship with our independent registered public accounting firm, and reviewing the auditors' fees. For fiscal year 2019, the Audit Committee was composed of Messrs. Berman and Appel and Dr. Patton, with Mr. Berman serving as the Audit Committee's financial expert as defined under Item 407 of Regulation S-K. The Audit Committee held four meetings during the most recent fiscal year.

The Audit Committee operates under a written Audit Committee Charter, which is available to stockholders on our website at <http://ir.advaxis.com/corporate-governance/governance-docs>.

## **Compensation Committee**

The Compensation Committee of our Board of Directors currently consists of Mr. Berman, and Drs. Khleif and Sidransky. The Compensation Committee determines the salaries, bonuses, and incentive and equity compensation of our officers subject to applicable employment agreements, provides recommendations for the salaries and incentive compensation of our other employees and consultants, and reviews and oversees our compensation programs and policies generally. For executives other than the Chief Executive Officer, the Compensation Committee receives and considers performance evaluations and compensation recommendations submitted to the Committee by the Chief Executive Officer. In the case of the Chief Executive Officer, the evaluation of his performance is conducted by the Compensation Committee, which determines any adjustments to his compensation as well as awards to be granted. The agenda for meetings of the Compensation Committee is usually determined by its Chairman, with the assistance of the Company's Chief Executive Officer. The Compensation Committee conducts at least five regularly scheduled meetings each year, which are regularly attended by the Chief Executive Officer. The Compensation Committee engaged Hewitt Associates LLC, operating as Aon Hewitt, a compensation consultant, in October 2019, to perform a compensation program review and market analysis, as well as provide recommendations regarding adjustments to executive officer base salaries, target bonus opportunities and long-term equity incentives. The Compensation Committee held five meetings during the 2019 fiscal year.

The Compensation Committee operates under a written Compensation Committee Charter, which is available to stockholders on our website at <http://ir.advaxis.com/corporate-governance/governance-docs>.

## **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee of our Board of Directors currently consists of Mr. Berman, and Drs. Patton, Khleif and Sidransky. The functions of the Nominating and Corporate Governance Committee include identifying and recommending to the Board individuals qualified to serve as members of the Board and on the committees of the Board, advising the Board with respect to matters of board composition, procedures and committees, developing and recommending to the Board a set of corporate governance principles applicable to us and overseeing corporate governance matters generally including review of possible conflicts and transactions with persons affiliated with directors or members of management, and overseeing the annual evaluation of the Board and our management. The Nominating and Governance Committees held two meetings during the 2019 fiscal year.

The Nominating and Corporate Governance Committee operates under a written Nominating and Corporate Governance Committee Charter, which is available to stockholders on our website at <http://ir.advaxis.com/corporate-governance/governance-docs>.

## **Research and Development Committee**

The Research and Development Committee was established in August 2013 with the purpose of providing advice and guidance to the Board on scientific and medical matters and development. The Research and Development Committee currently consists of Drs. Sidransky, Khleif and Patton. The functions of the Research and Development Committee include providing advice and guidance to the Board on scientific matters and providing advice and guidance to the Board on medical matters. The Research and Development Committee held two meetings during the 2019 fiscal year.

## **Code Of Ethics**

We have adopted a Code Business Conduct and Ethics that applies to our employees, senior management and Board of Directors, including the Chief Executive Officer and Chief Financial Officer. The Code of Business Conduct and Ethics is available on our website at <http://ir.advaxis.com/corporate-governance/governance-docs>.

**Item 11: Executive Compensation.**

The following table sets forth the compensation of our chief executive officer and chief financial officer, and our “named executive officers,” for the fiscal years ended October 31, 2019 and 2018:

**Summary Compensation Table**

<b>Name and Principal Position</b>	<b>Fiscal Year</b>	<b>Salary</b>	<b>Bonus (1)</b>	<b>Stock Award(s)<sup>(2)</sup></b>	<b>Option Award(s)<sup>(3)</sup></b>	<b>All Other Compensation<sup>(4)</sup></b>	<b>Total</b>
Kenneth Berlin <sup>(5)</sup> President, Chief Executive Officer	2019	\$ 551,750	\$ 293,300	-	\$ 146,398	\$ 45,588	\$ 1,037,036
	2018	\$ 250,000	\$ 177,353	\$ 405,000	\$ 945,000	\$ 20,103	\$ 1,797,456
Molly Henderson <sup>(5)</sup> Executive VP, Chief Financial Officer	2019	\$ 397,896	\$ 158,437	-	\$ 58,498	\$ 20,052	\$ 634,883
	2018	\$ 119,712	\$ 62,205	-	\$ 335,000	\$ 4,954	\$ 524,871
Andres Gutierrez <sup>(5)</sup> Senior VP, Chief Medical Officer	2019	\$ 424,423	\$ 161,000	-	\$ 58,498	\$ 24,346	\$ 668,267
	2018	\$ 232,309	\$ 40,000	-	\$ 317,506	\$ 10,795	\$ 601,234
Robert G. Petit <sup>(6)</sup> Executive VP, Chief Scientific Officer	2019	\$ 258,846	-	-	\$ 63,000	\$ 26,676	\$ 348,522
	2018	\$ 397,385	\$ 40,000	-	\$ 250,000	\$ 43,305	\$ 730,690

(1) Represents annual incentive bonuses for services performed during the fiscal year. In fiscal 2018, the NEOs elected to forgo their on-target bonuses of 55% for the CEO and 40% for the CFO and CMO and agreed to a lesser amount, which represented 10% of their base salary, pro-rated based on the individual’s start date with the Company. Additionally in fiscal 2018, Mr. Berlin’s and Ms. Henderson’s respective bonuses represent the annual incentive bonus of 10%, as elected, as well as a one-time bonus for a successful completion of a capital raise as outlined in their employment agreements. In fiscal 2019, the NEOs received bonuses approximating 53% for Mr. Berlin and 40% for both Ms. Henderson and Dr. Gutierrez.

(2) Reflects the aggregate grant date fair value of restricted stock units determined in accordance with FASB ASC Topic 718. Grant date fair value for RSUs with time-based vesting is based on the closing price of our common stock on the date of grant.

(3) Reflects the aggregate grant date fair value of stock options determined in accordance with FASB ASC Topic 718. The assumptions used in determining the grant date fair values of the stock options are set forth in Note 7 to the Company’s financial statements.

(4) All Other Compensation is more fully described in the table under “All Other Compensation – Supplemental” below.

(5) Mr. Berlin and Mr. Gutierrez began their employment with the Company as the CEO and the CMO, respectively, in April 2018. Ms. Henderson began her employment as the Company’s CFO in June 2018.

(6) Dr. Petit resigned from his position as Chief Scientific Officer on May 31, 2019 and became the Chair of the Scientific Advisory Board.

*All Other Compensation – Supplemental*

<b>Name and Principal Position</b>	<b>Fiscal Year</b>	<b>Health Insurance Premiums \$</b>	<b>Reimbursement of Taxes \$</b>	<b>Matching Contributions to 401(k) Plan \$</b>	<b>Other \$</b>	<b>Total \$</b>
Kenneth Berlin President, Chief Executive Officer	2019	23,348	-	21,242	998	45,588
	2018	10,367	-	9,240	496	20,103
Molly Henderson Executive VP, Chief Financial Officer	2019	3,115	-	15,939	998	20,052
	2018	-	-	4,629	325	4,954
Andres Gutierrez Senior VP, Chief Medical Officer	2019	23,348	-	-	998	24,346
	2018	10,643	-	-	775	11,418
Robert G. Petit Executive VP, Chief Scientific Officer	2019	9,298	9,298	7,254	826	26,676
	2018	14,899	14,981	10,767	3,259	43,905

## Employment Agreements with Named Executive Officers

The Company appointed Mr. Berlin as President and Chief Executive Officer, effective April 23, 2018. The Company and Mr. Berlin entered into an employment agreement, effective April 23, 2018, which provides for an initial three-year term, after which it will be automatically renewed for one year periods, unless otherwise terminated by either party upon ninety (90) days' written notice. The employment agreement provides that Mr. Berlin will receive a base salary of \$554,320 per year, as adjusted for annual merit increases, if any, and he is eligible for an annual bonus targeted at 55% of his base salary based on achievement of performance goals in the discretion of the Compensation Committee. Mr. Berlin also received a one-time lump-sum bonus equal to \$150,000 that was paid within fifteen (15) days following the effective date of the agreement. Mr. Berlin also received 50,000 stock options and 16,667 restricted stock units, which vest in equal installments over the first three years of his employment.

The Company appointed Ms. Henderson as Executive Vice President and Chief Financial Officer, effective June 6, 2018. The Company and Ms. Henderson entered into an employment agreement, effective June 6, 2018, which provides for an initial three-year term, after which it will be automatically renewed for one year periods, unless otherwise terminated by either party upon ninety (90) days' written notice. The employment agreement provides that Ms. Henderson will receive a base salary of \$399,750 per year, as adjusted for annual merit increases, if any, and eligible for an annual bonus based on achievement of performance goals at the discretion of the Compensation Committee. Ms. Henderson also received 16,667 stock options, which vest annually on the first three anniversaries of her employment.

The Company appointed Mr. Gutierrez as Executive Vice President and Chief Medical Officer, effective April 23, 2018. The Company and Mr. Gutierrez entered into an employment agreement, effective April 23, 2018, which provides for an initial three-year term, after which it will be automatically renewed for one year periods, unless otherwise terminated by either party upon ninety (90) days' written notice. The employment agreement provides that Mr. Gutierrez will receive a base salary of \$426,400 per year, as adjusted for annual merit increases, if any, and eligible for an annual bonus based on achievement of performance goals at the discretion of the Compensation Committee. Mr. Gutierrez also received a one-time lump-sum bonus equal to \$40,000 that was paid within the first ninety (90) days following the effective date of the agreement. Mr. Gutierrez also received 16,667 stock options, which vest annually on the first three anniversaries of his employment as an equity incentive award.

In the event the named executive officer's employment is terminated without Just Cause, or if the executive voluntarily resigns with Good Reason, or if the named executive officer's employment is terminated due to disability (all as defined in their respective employment agreements), and so long as the named executive officer executes a confidential separation and release agreement, in addition to the applicable base salary, plus any accrued but unused vacation time and unpaid expenses that have been earned as of the date of such termination, the named executive officer is entitled to the following severance benefits: (i) twelve months of base salary payable in equal monthly installments, (ii) a bonus payment for the year in which the employment is terminated equal to the target bonus percentage, multiplied by the base salary in effect at the time of termination, (iii) continued health and welfare benefits for 12 months, and (iv) full vesting of all stock options and stock awards (with extension of the exercise period for stock options by two years).

The named executive officer employment agreements contain customary covenants regarding non-solicitation, non-compete, confidentiality and works for hire.

## Potential Payments Upon Termination or Change-in-Control

### Termination of Employment

As described above under “Employment Agreements with Named Executive Officers,” the Company has entered into employment agreements with each of the named executive officers that provide for certain severance payments and benefits in the event the named executive officer’s employment with the Company is terminated under certain circumstances.

In addition, upon a Change in Control of the Company, unvested equity awards held by an executive officer will be accelerated as follows: (i) outstanding stock options and other awards in the nature of rights that may be exercised shall become fully vested and exercisable, (ii) time-based restrictions on restricted stock, restricted stock units and other equity awards shall lapse and the awards shall become fully vested, and (iii) performance-based equity awards, if any, shall become vested and shall be deemed earned based on an assumed achievement of all relevant performance goals at “target” levels, and shall payout pro rata to reflect the portion of the performance period that had elapsed prior to the Change in Control.

The table below shows the estimated value of benefits to each of the named executive officers if their employment had been terminated under various circumstances as of October 31, 2019. The amounts shown in the table exclude accrued but unpaid base salary, unreimbursed employment-related expenses, accrued but unpaid vacation pay, and the value of equity awards that were vested by their terms as of October 31, 2019.

	<u>Involuntary Termination without a Change in Control (\$)</u>	<u>Involuntary Termination in connection with a Change in Control (\$)</u>	<u>Death (\$)</u>	<u>Disability (\$)</u>	<u>Termination for Cause; Voluntary Resignation (\$)</u>
<b>Kenneth Berlin</b>					
<i>Cash severance</i>	554,320 (1)	1,503,593 (5)	-	554,320 (1)	-
<i>Pro rata bonus</i>	304,876 (2)	304,876 (2)	304,876 (2)	304,876 (2)	-
<i>Health benefits</i>	25,644 (3)	49,366 (6)	-	25,644 (3)	-
<i>Value of equity Acceleration</i>	3,872 (4)	3,872 (4)	3,782 (4)	3,872 (4)	-
<b>Total</b>	<b>888,712</b>	<b>1,861,707</b>	<b>308,748</b>	<b>888,712</b>	<b>-</b>
<b>Molly Henderson</b>					
<i>Cash severance</i>	399,750 (1)	399,750 (5)	-	399,750 (1)	-
<i>Pro rata bonus</i>	159,900 (2)	159,900 (2)	159,900 (2)	159,900 (2)	-
<i>Health benefits</i>	423 (3)	423 (6)	-	423 (3)	-
<i>Value of equity Acceleration</i>	175 (4)	175	175	175 (4)	-
<b>Total</b>	<b>560,248</b>	<b>560,248</b>	<b>160,075</b>	<b>560,248</b>	<b>-</b>
<b>Andres Gutierrez</b>					
<i>Cash severance</i>	426,400 (1)	426,400 (5)	-	426,400 (1)	-
<i>Pro rata bonus</i>	170,560 (2)	170,560 (2)	170,560 (2)	170,560 (2)	-
<i>Health benefits</i>	25,644 (3)	25,644 (6)	-	25,644 (3)	-
<i>Value of equity Acceleration</i>	175 (4)	175	175	175 (4)	-
<b>Total</b>	<b>622,779</b>	<b>622,779</b>	<b>170,735</b>	<b>622,779</b>	<b>-</b>

(1) Reflects severance payment equal to one times base salary payable in equal monthly installments for 12 months.

(2) Reflects pro rata bonus determined by multiplying the target bonus amount for the year in which the termination occurs by a fraction, the numerator of which is the number of calendar days the executive is employed during such year and the denominator of which is 365.

- (3) Reflects the Company's cost of continued health coverage at active employee rates for 12 months.
- (4) Reflects the value of unvested in-the-money stock options and RSUs that vest upon the designated event.
- (5) For Mr. Berlin, reflects 1.75 times the sum of his base salary, payable in equal monthly installments for 21 months. For the other named executive officers, equals one times base salary, payable in equal monthly installments for 12 months.
- (6) Reflects the full cost of continued health coverage for 21 months for Mr. Berlin and 12 months for the other named executive officers.

#### Outstanding Equity Awards at 2019 Fiscal Year-End

The following table summarizes all outstanding equity awards held by our named executive officers at fiscal year-end. The market or payout value of unearned shares, units or rights that have not vested equals \$0.32, which was the closing price of Advaxis' common shares on Nasdaq on October 31, 2019 and for performance based restricted stock units presumes that the target performance goals are met.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Value of Shares or Units of Stock That Have Not Vested (\$)
<b>Kenneth Berlin</b>	16,667	33,333(1)	24.30	4/23/2028	11,111(8)	3,522
	-	21,333(2)	8.10	11/5/2028	-	-
	-	50,000(3)	0.31	10/24/2029	-	-
<b>Molly Henderson</b>	5,556	11,111(4)	25.65	6/6/2028	-	-
	-	8,333(2)	8.10	11/5/2028	-	-
	-	25,000(3)	0.31	10/24/2029	-	-
<b>Andres Gutierrez</b>	5,556	11,111(7)	24.30	4/23/2028	-	-
	-	8,333(2)	8.10	11/5/2028	-	-
	-	25,000(3)	0.31	10/24/2029	-	-
<b>Robert Petit</b>	533	-	206.25	10/11/2020	1,923(9)	610
	960	-	277.50	11/8/2021	636(10)	202
	1,200	-	140.70	3/13/2023	-	-
	1,036	-	201.60	3/30/2025	-	-
	3,109	-	201.60	3/30/2025	-	-
	3,063	1,531(5)	115.65	11/3/2026	-	-
	9,667	-	192.15	11/5/2025	-	-
	2,223	4,444(6)	47.85	11/2/2027	-	-
	-	10,000(2)	8.10	11/5/2028	-	-

(1) Of these options, one-third vested on December 31, 2018, one-third will vest on April 23, 2020, and the award will be fully vested on April 23, 2021.

(2) Of these options, one-third will vest on November 5, 2019, one-third will vest on November 5, 2020, and the award will be fully vested on November 5, 2021.

- (3) Of these options, one-third will vest on October 24, 2020, one-third vested on October 24, 2021, and the award will be fully vested on October 24, 2022.
- (4) Of these options, one-third vested on June 6, 2019, one-third will vest on June 6, 2020, and the award will be fully vested on June 6, 2021.
- (5) Of these options, one-third vested on November 3, 2017, one-third vested on November 3, 2018, and the award will be fully vested on November 3, 2019.
- (6) Of these options, one-third vested November 2, 2018, one-third will vest on November 2, 2019, and the award will be fully vested on November 2, 2020.
- (7) Of these options, one-third vested on April 23, 2019, one-third will vest on April 23, 2020, and the award will be fully vested on April 23, 2021.
- (8) Represents restricted stock units granted to Mr. Berlin as an inducement award on April 23, 2018. The award vests over three years with one-third vested on December 31, 2018, one-third vesting on April 23, 2020, and the award will be fully vested on April 23, 2021.
- (9) Represents unvested restricted stock units granted as a performance-based and time-vesting awards on May 1, 2017. The awards vests in three equal installments beginning on November 1, 2017 and will be fully vested on November 1, 2019.
- (10) Represents unvested restricted stock units granted as a performance-based and time-vesting awards on November 3, 2016. The awards vests in three equal installments beginning on November 3, 2017 and will be fully vested on November 3, 2019.

The table below summarizes the compensation that was earned by our non-employee directors for fiscal year 2019:

Name	Fees Earned or Paid in Cash (\$) (1)	Option Awards (\$) (2)	Total (\$)
Dr. David Sidransky	105,000	15,000	120,000
Dr. James Patton	87,500	12,902	100,402
Roni A. Appel	62,500	12,902	75,402
Richard J. Berman	72,500	12,902	85,402
Dr. Samir N. Khleif	67,500	12,902	80,402

- (1) Represents the annual retainers paid in cash for director services in Fiscal Year 2019.
- (2) Reflects the aggregate grant date fair value of stock options determined in accordance with FASB ASC Topic 718. The assumptions used in determining the grant date fair values of the stock options are set forth in Note 7 to the Company's financial statements.

**Item 12: Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters.**

The following table sets forth information regarding the beneficial ownership of our common stock by (a) each person who is known to us to be the owner of more than five percent (5%) of our common stock, (b) each of our directors, (c) each of the named executive officers, and (d) all directors and executive officers and executive employees as a group. For purposes of the table, a person or group of persons is deemed to have beneficial ownership of any shares that such person has the right to acquire within 60 days of January 31, 2020.

<b>Name of Beneficial Owner</b>	<b>Total # of Shares Beneficially Owned</b>	<b>Percentage of Ownership</b>
Kenneth Berlin <sup>(1)</sup>	34,334	*%
David Sidransky <sup>(2)</sup>	16,688	*%
Roni Appel <sup>(3)</sup>	21,081	*%
Richard Berman <sup>(4)</sup>	12,614	*%
Samir Khleif <sup>(5)</sup>	15,862	*%
James Patton <sup>(6)</sup>	28,300	*%
Andres Gutierrez <sup>(7)</sup>	12,084	*%
Molly Henderson <sup>(8)</sup>	14,167	*%
Robert Petit <sup>(9)</sup>	43,562	*%
CVI Investments, Inc. <sup>(10)</sup>	5,000,000	8.30%
Renaissance Technologies LLC <sup>(11)</sup>	3,780,083	6.28%
<b>All Current Directors and Officers as a Group (8 People) <sup>(12)</sup></b>	<b>155,130</b>	<b>*%</b>

\*Less than 1%

<sup>(1)</sup> Represents 10,556 issued shares of our Common Stock and options to purchase 23,778 shares of our Common Stock exercisable within 60 days.

<sup>(2)</sup> Represents 7,355 issued shares of our Common Stock and options to purchase 19,333 shares of our Common Stock exercisable within 60 days.

<sup>(3)</sup> Represents 10,476 issued shares of our Common Stock, options to purchase 8,716 shares of our Common Stock exercisable within 60 days and warrants to purchase 1,889 shares of our Common Stock exercisable within 60 days.

<sup>(4)</sup> Represents 3,711 issued shares of our Common Stock and options to purchase 8,903 shares of our Common Stock exercisable within 60 days.

<sup>(5)</sup> Represents 4,639 issued shares of our Common Stock and options to purchase 11,223 shares of our Common Stock exercisable within 60 days.

<sup>(6)</sup> Represents 19,117 issued shares of our Common Stock and options to purchase 9,183 shares of our Common Stock exercisable within 60 days.

<sup>(7)</sup> Represents 3,750 issued shares of our Common Stock and options to purchase 8,334 shares of our Common Stock exercisable within 60 days.

(8) Represents 5,833 issued shares of our Common Stock and options to purchase 8,334 shares of our Common Stock exercisable within 60 days.

(9) Represents 14,684 issued shares of our Common Stock and options to purchase 28,878 shares of our Common Stock exercisable within 60 days as reported on Form 4.

(10) Represents 5,000,000 issued shares of our Common Stock.

(11) Represents 3,780,083 issued shares of our Common Stock.

(12) Represents 65,537 issued shares of our Common Stock and options to purchase 87,804 shares of our Common Stock exercisable within 60 days and warrants to purchase 1,889 shares of our Common Stock exercisable within 60 days.

## Securities Authorized for Issuance under Equity Compensation Plans

### Equity Compensation Plan Information

The following table includes information related to shares available and outstanding awards under our equity incentive plans as of October 31, 2019:

<b>Plan Category</b>	<b>Number of Securities to be issued upon Exercise of outstanding Options, Warrants and Rights (#)</b>	<b>Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (\$)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (#)</b>
Equity Compensation Plans approved by security holders	560,490	71.56	26,161
Equity Compensation Plans not approved by security holders	-	-	-
<b>TOTAL:</b>	<b>560,490</b>	<b>71.56</b>	<b>26,161</b>

### Item 13: Certain Relationships and Related Transactions, and Director Independence.

#### Certain Relationships and Related Transactions

Our policy is to enter into transactions with related parties on terms that, on the whole, are no more favorable, or no less favorable, than those available from unaffiliated third parties. Based on our experience in the business sectors in which we operate and the terms of our transactions with unaffiliated third parties, we believe that all transactions that we enter will meet this policy standard at the time they occur. Presently, we have no such related party transactions.

#### Director Independence

In accordance with the disclosure requirements of the SEC, we have adopted the Nasdaq listing standards for independence effective April 2010. Each of our non-employee directors is independent in accordance with the definition set forth in the Nasdaq rules. Each nominated member of each of our Board committees is an independent director under the Nasdaq standards applicable to such committees. The Board considered the information included in transactions with related parties as outlined below along with other information the Board considered relevant, when considering the independence of each director.

**Item 14: Principal Accountant Fees and Services.**

In December 2012, we engaged Marcum, LLP (“Marcum”) as our independent registered public accounting firm to audit our financial statements. Beginning with the fiscal year ended October 31, 2012, Marcum has audited our financial statements. The following table presents fees for professional services rendered by Marcum for the fiscal years ended October 31, 2019 and 2018:

	Fiscal 2019	Fiscal 2018
Audit Fees <sup>(1)</sup>	\$ 157,899	\$ 217,845
Tax Fees <sup>(2)</sup>	-	-
All Other Fees <sup>(3)</sup>	84,460	99,395
Total	\$ 242,359	\$ 317,240

- (1) Audit Fees consisted primarily of annual audit fees, including the assessment of internal control over financial reporting, and reviews of the Company’s quarterly reports on Form 10-Q.
- (2) Tax Fees consisted primarily of services related to tax compliance, including the preparation, review and filing of tax returns.
- (3) All Other Fees consisted primarily of services related to the review of securities registration documents and other non-audit reviews.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors**

The Audit Committee will pre-approve all auditing services and the terms thereof (which may include providing comfort letters in connection with securities underwriting) and non-audit services (other than non-audit services prohibited under Section 10A(g) of the Exchange Act or the applicable rules of the SEC or the Public Company Accounting Oversight Board) to be provided to us by the independent auditor; provided, however, the pre-approval requirement is waived with respect to the provisions of non-audit services for us if the “de minimus” provisions of Section 10A(i)(1)(B) of the Exchange Act are satisfied. This authority to pre-approve non-audit services may be delegated to one or more members of the Audit Committee, who shall present all decisions to pre-approve an activity to the full Audit Committee at its first meeting following such decision. The Audit Committee may review and approve the scope and staffing of the independent auditors’ annual audit plan.

## PART IV

### 3. List of Exhibits.

See the Exhibit Index in Item 15(b) below.

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation. Incorporated by reference to Annex C to DEF 14A Proxy Statement filed with the SEC on May 15, 2006.</u></a>
3.2	<a href="#"><u>Certificate of Designations of Preferences, Rights and Limitations of Series A Preferred Stock of the registrant, dated September 24, 2009. Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on September 25, 2009.</u></a>
3.3	<a href="#"><u>Certificate of Designations of Preferences, Rights and Limitations of Series B Preferred Stock of the registrant, dated July 19, 2010. Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on July 20, 2010.</u></a>
3.4	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on August 16, 2012. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on August 17, 2012.</u></a>
3.5	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on July 11, 2013 (reverse stock split). Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on July 15, 2013.</u></a>
3.6	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on July 12, 2013 (reverse stock split). Incorporated by reference to Exhibit 3.2 to Current Report on Form 8-K filed with the SEC on July 15, 2013.</u></a>
3.7	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on July 9, 2014. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on July 10, 2014.</u></a>
3.8	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on March 10, 2016. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on March 11, 2016.</u></a>
3.9	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on March 21, 2018. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on March 21, 2018.</u></a>
3.10	<a href="#"><u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on February 28, 2019. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on March 1, 2019.</u></a>
3.11	<a href="#"><u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on March 29, 2019. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on March 29, 2019.</u></a>

- 3.12 [Amended and Restated Bylaws. Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed with the SEC on February 12, 2020.](#)
- 4.1 [Form of Common Stock certificate. Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on October 23, 2007.](#)
- 4.2 [Form of Common stock Purchase Warrant. Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on August 31, 2011.](#)
- 4.3 [Form of Representative's Warrant. Incorporated by reference to Exhibit 4.19 to Registration Statement on Form S-1/A \(File No. 333-188637\) filed with the SEC on September 27, 2013.](#)
- 4.4 [Form of Representative's Warrant related to the Underwriting Agreement, dated as of March 31, 2014, by and between Advaxis, Inc. and Aegis Capital Group. Incorporated by reference to Exhibit 4.2 to Quarterly Report on Form 10-Q filed with the SEC on June 10, 2014.](#)
- 4.5 [Form of Warrant Agency Agreement, dated as of September 11, 2018 between Advaxis, Inc. and Continental Stock Transfer and Trust Company \(and Form of Warrant contained therein\), Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed with the SEC on September 11, 2018.](#)
- 4.6 [Form of Common Stock Warrant dated September 11, 2018 \(included in Exhibit 4.5\)](#)
- 4.7\* [Description of Capital Stock of Advaxis, Inc.](#)
- 4.8 [Form of Common Stock Purchase Warrant. Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 23, 2020.](#)
- 10.1 [License Agreement, between the Trustees of the University of Pennsylvania and the registrant dated as of June 17, 2002, as Amended and Restated on February 13, 2007. Incorporated by reference to Exhibit 10.11 to Annual Report on Form 10-KSB filed with the SEC on February 13, 2007.](#)
- 10.2 [Amended and Restated 2009 Stock Option Plan of the registrant. Incorporated by reference to Annex A to DEF 14A Proxy Statement filed with the SEC on April 30, 2010.](#)
- 10.3 [Second Amendment to the Amended and Restated Patent License Agreement between the registrant and the Trustees of the University of Pennsylvania dated as of May 10, 2010. Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on June 3, 2010.](#)
- 10.4 [2011 Omnibus Incentive Plan of registrant. Incorporated by reference to Annex A to DEF 14A Proxy Statement filed with the SEC on August 29, 2011.](#)

- 10.5 [Amendment No. 1, dated as of March 26, 2007, to the License Agreement, between the Trustees of the University of Pennsylvania and Advaxis, Inc. dated as of June 17, 2002, as amended and restated on February 13, 2007. Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on June 14, 2012.](#)
- 10.6 [Amendment No. 3, dated as of December 12, 2011, to the License Agreement, between the Trustees of the University of Pennsylvania and Advaxis, Inc. dated as of June 17, 2002, as amended and restated on February 13, 2007. Incorporated by reference to Exhibit 10.5 to Quarterly Report on Form 10-Q filed with the SEC on June 14, 2012.](#)
- 10.7 [Amendment No. 1 to 2011 Omnibus Incentive Plan of registrant. Incorporated by reference to Annex B to DEF 14A Proxy Statement filed with the SEC on July 19, 2012.](#)
- 10.8 [Indemnification Agreement. Incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed with the SEC on August 20, 2013.](#)
- 10.9 ‡ [Employment Agreement between Advaxis, Inc. and Robert Petit, dated September 26, 2013. Incorporated by reference to Exhibit 10.70 to Registration Statement on Form S-1/A \(File No. 333-188637\) filed with the SEC on September 27, 2013.](#)
- 10.10 [Exclusive License and Technology Transfer Agreement by and between Advaxis, Inc. and Global BioPharma, Inc., dated December 9, 2013. Incorporated by reference to Exhibit 10.79 to Annual Report on Form 10-K/A filed with the SEC on February 6, 2014.](#)
- 10.11 ‡ [Amendment No. 1, dated as of December 19, 2013, to the Employment Agreement by and between Advaxis, Inc. and Robert G. Petit. Incorporated by reference to Exhibit 10.82 to Annual Report on Form 10-K/A filed with the SEC on February 6, 2014.](#)
- 10.12 [Distribution and Supply Agreement, dated as of January 20, 2014, by and between Advaxis, Inc. and Biocon, Limited. Incorporated by reference to Exhibit 10.7 to Quarterly Report on Form 10-Q filed with the SEC on March 17, 2014.](#)
- 10.13 [Exclusive License Agreement, dated March 19, 2014, by and between Advaxis, Inc. and Aratana Therapeutics, Inc. Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on June 10, 2014.](#)
- 10.14 ‡ [Amendment No. 2, dated as of June 5, 2014, to the Employment Agreement by and between Advaxis, Inc. and Robert G. Petit. Incorporated by reference to Exhibit 10.6 to Quarterly Report on Form 10-Q filed with the SEC on June 10, 2014.](#)
- 10.15 [Clinical Trial Collaboration Agreement, dated July 21, 2014, by and between Advaxis, Inc. and MedImmune, LLC. Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on September 9, 2014.](#)
- 10.16 [5th Amendment to the Amended & Restated License Agreement, dated July 25, 2014, by and between Advaxis, Inc. and University of Pennsylvania. Incorporated by reference to Exhibit 10.2 to Quarterly Report on Form 10-Q filed with the SEC on September 9, 2014.](#)
- 10.17 [Amendment No. 2 to the Advaxis, Inc. 2011 Omnibus Incentive Plan, effective July 9, 2014. Incorporated by reference to Annex A to Current Report on Schedule 14A filed with the SEC on May 20, 2014.](#)
- 10.18 [Amended and Restated 2011 Omnibus Incentive Plan, dated September 8, 2014. Incorporated by reference to Exhibit 10.4 to Quarterly Report on Form 10-Q filed with the SEC on September 9, 2014.](#)
- 10.19 [Master Services Agreement for Technical Transfer and Clinical Supply, dated February 5, 2014, by and between Advaxis, Inc. and SynCo Bio Partners B.V. Incorporated by reference to Exhibit 10.1 to Current Report to Form 8-K filed with the SEC on February 11, 2014.](#)
- 10.20 [Clinical Trial Collaboration and Supply Agreement by and between Advaxis, Inc. and Merck & Co. dated August 22, 2014. Incorporated by reference to Exhibit 10.101 to Annual Report on Form 10-K filed with the SEC on January 6, 2015.](#)
- 10.21 ‡ [Amendment No. 3, dated as of April 17, 2015, to the Employment Agreement by and between Advaxis, Inc. and Robert G. Petit. Incorporated by reference to Exhibit 10.6 to Quarterly Report on Form 10-Q filed with the SEC on June 15, 2015.](#)

- 10.22 [Co-Development and Commercialization Agreement between Advaxis, Inc. and Especificos Stendhal SA de CV dated February 3, 2016. Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed with the SEC on February 26, 2016.](#)
- 10.23‡ [Separation Agreement and General Release, dated July 6, 2017, between Advaxis, Inc. and Daniel J. O'Connor. Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on July 7, 2017.](#)
- 10.24 [2015 Incentive Plan of registrant. Incorporated by reference to Annex A to DEF 14A Proxy Statement filed with the SEC on April 7, 2015.](#)
- 10.25‡ [Employment Agreement between Advaxis, Inc. and Molly Henderson, dated June 6, 2018. Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on June 6, 2018.](#)
- 10.26\* [Fourth Amendment to the Amended and Restated Patent License Agreement between the registrant and the Trustees of the University of Pennsylvania dated as of May 17, 2013.](#)
- 10.27 [Securities Purchase Agreement between the registrant and Amgen, Inc., dated as of August 1, 2016. Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed with the SEC on August 2, 2016.](#)
- 10.28 [Amendment to the Advaxis, Inc. 2015 Incentive Plan. Incorporated by reference to Exhibit B to DEF 14A Proxy Statement filed with the SEC on February 11, 2016.](#)
- 10.29 [Amendment to the Advaxis, Inc. 2015 Incentive Plan. Incorporated by reference to Exhibit A to DEF 14A Proxy Statement filed with the SEC on February 10, 2017.](#)
- 10.30 [Sixth Amendment to the Amended and Restated Patent License Agreement between the registrant and the Trustees of the University of Pennsylvania dated as of March 22, 2016. Incorporated by reference to Exhibit 10.31 to Form 10-K/A filed with the SEC on January 21, 2020.](#)
- 10.31 [Securities Purchase Agreement dated January 21, 2020, by and among Advaxis, Inc. and the purchasers identified on the signature pages thereto. Incorporated by reference to Current Report on Form 8-K filed with the SEC on January 23, 2020.](#)
- 14.1 [Code of Business Conduct and Ethics dated July 9, 2014. Incorporated by reference to Exhibit 14.1 to Current Report on Form 8-K filed with the SEC on July 10, 2014.](#)
- 23.1 [Consent of Independent Registered Public Accounting Firm. Incorporated by reference to Exhibit 23.1 to Form 10-K/A filed with the SEC on January 21, 2020.](#)
- 31.1\* [Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002](#)
- 31.2\* [Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002](#)
- 32.1 [Certification of Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2 [Certification of Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002](#)

\* Filed herewith.

‡ Denotes management contract or compensatory plan or arrangement.

**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, thereunto duly authorized, in Princeton, Mercer County, State of New Jersey, on this 28th day of February 2020.

ADVAXIS, INC.

By: */s/ Kenneth Berlin*

\_\_\_\_\_  
Kenneth Berlin

President and Chief Executive Officer



**DESCRIPTION OF ADVAXIS, INC.'S SECURITIES  
REGISTERED UNDER  
SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

**General**

The following is a summary of certain rights and privileges of the Common Stock of Advaxis, Inc. (“Advaxis,” “we,” or “our”), a corporation organized under the laws of the state of Delaware.

This summary does not purport to be complete. Reference is made to the provisions of Advaxis’ Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), and Advaxis’ Amended and Restated Bylaws (the “Bylaws”) that are filed as exhibits to the Annual Report on Form 10-K to which this is filed as an exhibit. The following also summarizes certain applicable provisions of Delaware law.

Under Advaxis’ Certificate of Incorporation, Advaxis is authorized to issue 170,000,000 shares of Common Stock, par value \$0.001 per share (the “Common Stock”), and 5,000,000 shares of “blank check” preferred stock, par value \$0.001 per share.

**Common Stock***Dividends*

Holders of our Common Stock are entitled to receive ratably any dividends declared by our Board of Directors (the “Board”) out of funds legally available for that purpose, subject to any preferential dividend rights of any outstanding Preferred Stock (“Preferred Stock”). All outstanding shares are fully-paid and non-assessable.

*Conversion Rights*

The shares of Common Stock are not convertible into other securities.

*Sinking Fund Provisions*

Our Common Stock has no sinking fund provisions.

*Redemption Provisions*

Our Common Stock has no right to redemption.

*Voting Rights*

The holders of our Common Stock are entitled to one vote for each share held of record on each matter submitted to a vote of stockholders. Holders of our Common Stock do not have a cumulative voting right, which means that the holders of more than one-half of the outstanding shares of Common Stock, subject to the rights of the holders of the Preferred Stock, if any, can elect all of our directors, if they choose to do so. In this event, the holders of the remaining shares of Common Stock would not be able to elect any directors. Our Board is not classified.

Except as otherwise required by Delaware law, and subject to the rights of the holders of Preferred Stock, if any, all stockholder action is taken by the vote of a majority of the outstanding shares of Common Stock voting as a single class present at a meeting of stockholders at which a quorum consisting of one-third of the outstanding shares of Common Stock is present in person or proxy.

*Liquidation Rights*

In the event of any voluntary or involuntary liquidation, dissolution or winding up of our affairs, holders of Common Stock would be entitled to share ratably in our assets that are legally available for distribution to stockholders after payment of liabilities and applicable distribution to the holders of our Preferred Stock (if any outstanding).

*Preemption Rights*

Our Common Stock has no right to preemption.

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## Anti-Takeover Provisions

### *Delaware Law*

We are subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a Delaware corporation from engaging in any “business combination” with any “interested stockholder” for a period of three years following the date the stockholder became an interested stockholder, unless:

- prior to such date, the board of directors approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding (a) those shares owned by persons who are directors and also officers and (b) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- on or subsequent to such date, the business combination is approved by the board of directors and authorized at an annual meeting or special meeting of stockholders and not by written consent, by the affirmative vote of at least 66-<sup>2</sup>/<sub>3</sub>% of the outstanding voting stock that is not owned by the interested stockholder.

Section 203 defines a business combination to include:

- any merger or consolidation involving the corporation and the interested stockholder;
- any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder;
- subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;
- any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

In general, Section 203 defines an “interested stockholder” as any entity or person beneficially owning 15% or more of the outstanding voting stock of a corporation, or an affiliate or associate of the corporation and was the owner of 15% or more of the outstanding voting stock of a corporation at any time within three years prior to the time of determination of interested stockholder status; and any entity or person affiliated with or controlling or controlled by such entity or person.

These statutory provisions could delay or frustrate the removal of incumbent directors or a change in control of our company. They could also discourage, impede, or prevent a merger, tender offer, or proxy contest, even if such event would be favorable to the interests of stockholders.

### *Certificate of Incorporation and Bylaws Provisions*

Our Certificate of Incorporation and Bylaws contain provisions that could have the effect of discouraging potential acquisition proposals or making a tender offer or delaying or preventing a change in control, including changes a stockholder might consider favorable. In particular, the Certificate of Incorporation and Bylaws, as applicable, among other things:

- provide our Board with the ability to alter its Bylaws without stockholder approval; and
  - provide that vacancies on our Board may be filled by a majority of directors in office, although less than a quorum.
-

Such provisions may have the effect of discouraging a third party from acquiring us, even if doing so would be beneficial to our stockholders. These provisions are intended to enhance the likelihood of continuity and stability in the composition of our Board and in the policies formulated by them, and to discourage some types of transactions that may involve an actual or threatened change in control of Advaxis. These provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal and to discourage some tactics that may be used in proxy fights. We believe that the benefits of increased protection of our potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure Advaxis outweigh the disadvantages of discouraging such proposals because, among other things, negotiation of such proposals could result in an improvement of their terms. However, these provisions could have the effect of discouraging others from making tender offers for our shares that could result from actual or rumored takeover attempts. These provisions also may have the effect of preventing changes in our management.

### **Stock Exchange Listing**

Our Common Stock is listed on the Nasdaq Global Select Market under the symbol “ADXS.”

### **Transfer Agent and Registrar**

The transfer agent and registrar for our Common Stock is Continental Stock Transfer and Trust Company, 17 Battery Place, 8th Floor, New York, NY 10004.

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EXECUTION COPY

**University of Pennsylvania****Fourth Amendment to the Amended and Restated Patent License Agreement**

This Fourth Amendment (the "Fourth Amendment") is made and entered into as of May 14, 2013 (the "Effective Date") by and between The Trustees of the University of Pennsylvania (hereinafter referred to as "Penn") and Advaxis, Inc., a corporation organized and existing under the laws of Delaware (hereinafter referred to as "Company") having a place of business at Technology Centre of New Jersey, 675 U.S. Route 1, North Brunswick, NJ 08902.

WHEREAS, Penn and Company entered into an Amended and Restated License Agreement dated February 13, 2007 (the "Agreement"); and

WHEREAS, Penn and Company entered into a First Amendment to the Agreement dated March 26, 2007 (the "First Amendment"); and

WHEREAS, Penn and Company entered into a Second Amendment to the Agreement dated May 10, 2010 (the "Second Amendment"); and

WHEREAS, Penn and Company entered into a Third Amendment to the Agreement dated December 12, 2011 (the "Third Amendment"); and

WHEREAS, Company desires to further amend the Agreement to add docket numbers M2244 (hereinafter referred to as the "Additional Penn Dockets") developed under the supervision of, or in collaboration with, Dr. Yvonne Paterson;

All terms not specifically defined herein will have the meaning ascribed to them in the Agreement, as amended.

Now, therefore, in consideration of the foregoing premises, and intending to be legally bound hereby, the parties hereto agree as follows:

- 1) Attachment 1- List of Intellectual Property is deleted in its entirety and replaced with Exhibit 1 to this Fourth Amendment, which includes the Additional Penn Dockets.
- 2) Within thirty (30) days of the execution of this Fourth Amendment, Company agrees to pay all historical patent expenses associated with this Fourth Amendment, if any, that adds the Additional Dockets. These expenses include, but are not limited to, all historically accrued patent and licensing expenses, attorney's fees, official fees and all other charges incident to the preparation, prosecution and maintenance of the Penn Patent Rights that were incurred and docketed by Penn relating to the Additional Penn Dockets on or before the Effective Date of this Fourth Amendment.

- 3) This section reaffirms Company's obligations to reimburse Penn for all documented attorneys' fees, expenses, official fees and other charges incident to the preparation, prosecution, maintenance and licensing of Penn Patent Rights pursuant to the terms of the Agreement, as amended.
- 4) Except as specifically modified or amended hereby, the Agreement, as amended by the First Amendment, the Second Amendment and the Third Amendment, shall remain in full force and effect.
- 5) No provision of this Amendment may be modified or amended except expressly in a writing signed by all parties nor shall any term be waived except expressly in a writing signed by the party charged therewith.
- 6) This Fourth Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which taken constitute one and the same instrument.

IN WITNESS WHEREOF, the parties, intending to be legally bound, have caused this Fourth Amendment to be executed by their duly authorized representatives.

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THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA  
By:   
Name: John S. Swartley, PhD **John S. Swartley, Ph.D.**  
Title: Executive Director **Associate Vice Provost**  
Date: 5/14/13 **Executive Director, CIT**

ADVAXIS, INC.  
By:   
Name: DANIEL J. O'CONNOR  
Title: EVP  
Date: 5/17/13

**Exhibit 1**  
**List of Intellectual Property**

**D751**      **Live, Recombinant Listeria Monocytogenes Vaccines and Production of Cytotoxic T-Cell Response**

File Date	Serial No.	Patent No.	App Type	Status	Country
02/07/1994	08/192,857		CIP	Abandoned	US
10/31/1990	07/606,546		Utility	Abandoned	US
03/26/1993	08/038,356		CIP	Abandoned	US
12/30/1994	08/366,477	5,830,702	Continuation	Issued	US

**H1219**      **Specific Immunotherapy of Cancer Using a Live Recombinant Bacterial Vaccine Vector**

File Date	Serial No.	Patent No.	App Type	Status	Country
11/03/1995	PCT/US1995/014741	11/03/1995	PCT	Expired	WPO
11/03/1995	95939926.2	0790835	EPOValidated	Issued	Germany
11/03/1995	95939926.2	0790835	EPOValidated	Issued	Switzerland
11/03/1995	95939926.2	0790835	EPOValidated	Issued	Liechtenstein
11/03/1995	95939926.2	0790835	EPOValidated	Issued	Belgium
11/03/1995	95939926.2	0790835	EPOValidated	Issued	Ireland
11/03/1995	95939926.2	0790835	EPOValidated	Issued	France
11/03/1995	95939926.2	0790835	EPOValidated	Issued	UK
11/03/1995	515534/96	3995712	National Phase	Issued	Japan
11/08/1994	08/336,372	6,051,237	Utility	Issued	US
11/03/1995	95939926.2	0790835	National Phase	Issued	EPO
11/03/1995	2,204,666	2,204,666	National Phase	Issued	Canada
05/10/2007	2007-125462		Divisional	Abandoned	Japan

**Methods and compositions for immunotherapy of cancer**

03/27/2000	09/535,212	6,565,852	CIP	Issued	US
05/20/2003	10/441,851	7,135,188	Continuation	Issued	US

**J1598**      **Bacterial Vaccines Comprising Auxotrophic, Attenuated Strains of *SI*(Listeria) Expressing Heterologous Antigens**

File Date	Serial No.	Patent No.	App Type	Status	Country
11/13/1998	PCT/US1998/024357		PCT	Expired	WPO

**Immunogenic Compositions Comprising DAL/DAT Double-Mutant, Auxotrophic,  
Attenuated Strains of Listeria and their Methods of Use**

File Date	Serial No.	Patent No.	App Type	Status	Country
11/13/1998	2,309,790	05083948	National Phase	Issued	Canada
11/18/1997	08/972,902	6,099,848	Utility	Issued	US
11/13/1998	14108/99	730296	National Phase	Issued	Australia
10/07/2008	12/216,806		Continuation	Abandoned	US
11/13/1998	98957980.0	1032417	National Phase	Issued	EPO
11/13/1998	98957980.0		EPOValidated	Issued	France
11/13/1998	98957980.0	698 41 437.3-08	EPOValidated	Issued	Germany
11/13/1998	98957980.0		EPOValidated	Issued	UK

**Isolated nucleic acids comprising Listeria dal and dat genes**

File Date	Serial No.	Patent No.	App Type	Status	Country
03/07/2000	09/520,207	6,504,020	Divisional	Issued	US
05/01/2002	10/136,253	6,635,749	Divisional	Issued	US

**A Bacterial Vaccine Vector and Methods of Use Thereof**

File Date	Serial No.	Patent No.	App Type	Status	Country
09/11/2003	10/660,194	7,488,487	Continuation	Issued	US

**L2134 Compositions, Methods, and Kits for Enhancing the Immunogenicity of a Bacterial  
Vaccine Vector**

File Date	Serial No.	Patent No.	App Type	Status	Country
01/09/2003	60/439,009		Provisional	Expired	US
01/04/2001	60/259,738		Provisional	Expired	US
	20044204751		National Phase	Abandoned	Australia
	06104227 1		National Phase	Abandoned	Hong Kong
01/08/2004	PCT/US2004/000366		PCT	Expired	WPO
01/08/2004	04700858.6		EPO	Abandoned	EPO
	2,512,812		National Phase	Abandoned	Canada
	169553		National Phase	Abandoned	Israel
01/08/2008	2006-500840		National Phase	Abandoned	Japan
04/27/2006	10/541,614	8,337,861	National Phase	Issued	US

**M2244 Immunity with Listeriolysin**

File Date	Serial No.	Patent No.	App Type	Status	Country
4/20/10	11/376,564	7,700,344	Divisional	Issued	US
2/2/10	11/376,572	7,655,238	Divisional	Issued	US
12/22/09	10/239,703	7,635,479	National Phase	Issued	US
9/15/09	10/835,662	7,588,930	CIP	Issued	US
2/15/09	09/537,642	6,855,320	Utility	Issued	US

7/24/04	09/735,450	6,767,542	CIP	Issued	US
7/1/10	01928324.1	1303299	EPOValidated	Issued	UK
7/1/10	01928324.1	1303299	EPOValidated	Issued	Germany
7/1/10	01928324.1	1303299	EPOValidated	Issued	France
7/1/10	01928324.1	1303299	EPOValidated	Issued	EU
3/26/01	2,404,164		National Phase	Abandoned	Canada
3/26/01	151942		National Phase	Issued	Israel
3/26/01	2001-570290		National Phase	Abandoned	Japan
3/26/01	PCT/US2001/009736		PCT	Expired	WPO

**O2876 Compositions and Methods for Enhancing the Immunogenicity of Antigens****Q3610 Antibiotic Resistance Free DNA Vaccines**

File Date	Serial No.	Patent No.	App Type	Status	Country
08/13/2004	60/601,493		Provisional	Expired	US
	05810446.4		EPO	Abandoned	EPO
	2007-525862		National Phase	Abandoned	Japan
08/15/2005	2,577,270		National Phase	Abandoned	Canada
08/15/2005	PCT/US2005/028896		PCT	Expired	WPO
08/15/2005	2005271247		National Phase	Abandoned	Australia
08/15/2005	11/203,408		Utility	Abandoned	US

**Q3614 Methods for Constructing Antibiotic Resistance Free Vaccines**

File Date	Serial No.	Patent No.	App Type	Status	Country
08/15/2005	PCT/US2005/028895		PCT	Expired	WPO
08/13/2004	60/601,492		Provisional	Expired	US
08/15/2005	2005271246		National Phase	Abandoned	Australia
08/15/2005	2,577,306		National Phase	Abandoned	Canada
08/15/2005	2007-525861		National Phase	Filed	Japan
08/15/2005	05808671.1		EPO	Filed	EPO
08/15/2005	11/203,415		Utility	Filed	US

**Antibiotic Resistance Free Vaccines and Methods for Constructing and Using Same**

File Date	Serial No.	Patent No.	App Type	Status	Country
04/16/2007	11/785,249	7,855,064	CIP	Issued	US
04/27/2007	11/818,965	7,858,097	CIP	Issued	US
04/15/2008	08742912.2		National Phase	Abandoned	EPO
04/15/2008	2010-504068		National Phase	Filed	Japan
04/15/2008	PCT/US08/04861		PCT	Expired	WPO

**A technique for constructing antibiotic resistant free vaccine strains of plasmid**

**L. monocytogenes that express antigen from a high copy number**

File Date	Serial No.	Patent No.	App Type	Status	Country
4/27/2007	60/924,033		Provisional	Expired	US

**R3702 Listeria-Based and Llo-Based Vaccines**

File Date	Serial No.	Patent No.	App Type	Status	Country
	2,581,331		National Phase	Abandoned	Canada
09/14/2005	PCT/US2005/032682		PCT	Expired	WPO
	2007-533537		National Phase	Abandoned	Japan
	2005289957		National Phase	Abandoned	Australia
11/10/2005	60/735,184		Provisional	Expired	US
	05811815.9		National Phase	Filed	EPO
09/24/2004	10/949,667	7,794,729	CIP	Issued	US
09/13/2005	11/223,945	7,820,180	CIP	Issued	US

**LLO-encoding DNA/nucleic acid vaccines and methods comprising same**

File Date	Serial No.	Patent No.	App Type	Status	Country
11/13/2006	12/084,829		National Phase	Abandoned	US
11/13/2006	PCT/US06/43987		PCT	Expired	WPO

**S4225 Compositions and Methods for Treatment of Non-Hodgkins Lymphoma**

File Date	Serial No.	Patent No.	App Type	Status	Country
05/02/2006	11/415,271		CIP	Filed	US
05/02/2007	PCT/US2007/10635		PCT	Expired	WPO

**Compositions and Methods for Enhancing the Immunogenicity of Antigens**

File Date	Serial No.	Patent No.	App Type	Status	Country
03/07/2008	08726578.1		National Phase	Filed	EPO
03/07/2008	2009-552749		National Phase	Filed	Japan

**Compositions and Methods for Treatment of Cervical Cancer**

File Date	Serial No.	Patent No.	App Type	Status	Country
03/08/2007	11/715,497		CIP	Filed	US
03/07/2008	PCT/US2008/03067		PCT	Expired	US

**S4243 Methods and Compositions for Treating IgE-Mediated Diseases**

File Date	Serial No.	Patent No.	App Type	Status	Country
08/06/2007	07811120.0		National Phase	Abandoned	EPO
08/06/2007	2009-523812		National Phase	Abandoned	Japan
08/04/2006	60/835,420		Provisional	Expired	US
08/06/2007	PCT/US2007/017479		PCT	Expired	WPO
08/06/2007	11/882,782		Utility	Abandoned	US

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**T4531 Detoxified Non-Hemolytic LLO (by Site-Direct Mutagenesis) as a Protein Carrier for Antigens to Enhance Immunogenicity**

File Date	Serial No.	Patent No.	App Type	Status	Country
06/23/2008	12/213,696		CIP	Filed	US
06/22/2009	PCT/US09/48085		PCT	Expired	WPO

**U4810 Compositions Comprising Angiogenic Factors and Methods of use Thereof**

File Date	Serial No.	Patent No.	App Type	Status	Country
03/04/2009	61/157,367		Provisional	Expired	US
03/04/2010	PCT/US10/26257		PCT	Expired	WPO

**W5279 ISG 15 is a novel tumor antigen that can be used as a target for immunotherapy**

File Date	Serial No.	Patent No.	App Type	Status	Country
4/19/10	61/325473		Provisional	Expired	US
04/19/11	13/090,159		Utility	Filed	US

**X5631 The use of Listeria vaccine vectors to reverse vaccine unresponsiveness in parasitically infected individuals**

File Date	Serial No.	Patent No.	App Type	Status	Country
10/01/2010	61/388,822		Provisional	Expired	US
11/03/2010	61/409,730		Provisional	Expired	US

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18.U.S.C. 7350  
(SECTION 302 OF THE SARBANES OXLEY ACT OF 2002)**

I, Kenneth Berlin, certify that:

1. I have reviewed this Amendment No. 2 to the annual report on Form 10-K for the year ended October 31, 2019 of Advaxis, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 28, 2020

By: /s/ Kenneth Berlin

Name: Kenneth Berlin

Title: President & Chief Executive Officer

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**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO 18. U.S.C. 7350  
(SECTION 302 OF THE SARBANES OXLEY ACT OF 2002)**

I, Molly Henderson, certify that:

1. I have reviewed this Amendment No. 2 to the annual report on Form 10-K for the year ended October 31, 2019 of Advaxis, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 28, 2020

By: /s/ Molly Henderson

Name: Molly Henderson

Title: Chief Financial Officer, Executive Vice President

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