

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

**FORM 10-K  
(AMENDMENT NO. 1)**

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.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the registrant's 2020 Annual Meeting of Stockholders (the "Proxy Statement") to be filed within 120 days of the end of the fiscal year ended October 31, 2019 are incorporated by reference into Part III hereof. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as a part hereof.

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## EXPLANATORY NOTE

Advaxis, Inc. (the “Company”) is filing this Amendment No. 1 (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. The sole purpose for filing this Amendment is to (i) include the consent of the independent registered public accounting firm as Exhibit 23.1, (ii) include the Sixth Amendment to the Amended and Restated Patent License Agreement between the Company and the Trustees of the University of Pennsylvania as Exhibit 10.31, and (iii) revise the list of exhibits in Item 15(b) to include five previously-filed exhibit documents (Exhibits 3.10, 3.11, 10.32, 10.33, and 10.34) that were inadvertently omitted from the exhibit list in the Form 10-K.

This Amendment is an exhibits-only filing solely for the purpose of filing additional exhibits and updating the exhibit index of the Form 10-K.

This Amendment also updates, amends and supplements Part IV, Item 15 of the Form 10-K to include the filing of new Exhibits 31.1, 31.2, 32.1 and 32.2, certifications of our Chief Executive Officer and Chief Financial Officer, pursuant to Rule 13a-14(a) and (b) of the Securities Exchange Act of 1934, as amended.

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. Accordingly, this Amendment must be read in conjunction with the Company’s other filings made with the SEC subsequent to the filing of the Form 10-K, including amendments to those filings, if any.

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 [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.](#)
- 3.5 [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.](#)
- 3.6 [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.](#)
- 3.7 [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.](#)
- 3.8 [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.](#)
- 3.9 [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.](#)
- 3.10 [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.](#)
- 3.11 [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.](#)
- 3.12 [Amended and Restated Bylaws. Incorporated by reference to Exhibit 10.4 to Quarterly Report on Form 10-QS filed with the SEC on September 13, 2006.](#)
- 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 \(included in Exhibit 4.5\)](#)
- 10.3 [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-KS filed with the SEC on February 13, 2007.](#)
- 10.4 [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.](#)
- 10.5 [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.](#)
- 10.6 [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.](#)

- 10.8 [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.](#)
- 10.9 [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.](#)
- 10.10 [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.](#)
- 10.11 [Indemnification Agreement. Incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed with the SEC on August 20, 2013.](#)
- 10.12 ‡ [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.](#)
- 10.13 [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.](#)
- 10.14 ‡ [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.](#)
- 10.15 [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.](#)
- 10.16 [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.](#)
- 10.17 ‡ [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.](#)
- 10.18 [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.](#)
- 10.19 [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.](#)
- 10.20 [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.](#)
- 10.21 [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.](#)
- 10.22 [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.](#)
- 10.23 [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](#)
- 10.24 ‡ [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.](#)

- 10.26 [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.](#)
- 10.27‡ [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.](#)
- 10.28 [2015 Incentive Plan of registrant. Incorporated by reference to Annex A to DEF 14A Proxy Statement filed with the SEC on April 7, 2015.](#)
- 10.30‡ [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.](#)
- 10.31\* [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.](#)
- 10.32 [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.](#)
- 10.33 [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.](#)
- 10.34 [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.](#)
- 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.](#)
- 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](#)
- 101.INS\*\* XBRL Instance Document
- 101.SCH\*\* XBRL Taxonomy Extension Schema Document
- 101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF\*\* XBRL Taxonomy Extension Definitions Linkbase Document
- 101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith.

\*\* Furnished 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 21st day of January 2020.

ADVAXIS, INC.

By: /s/ Kenneth Berlin

Kenneth Berlin

President and Chief Executive Officer





## UNIVERSITY of PENNSYLVANIA

### Sixth Amendment to Amended and Restated License Agreement

This Sixth Amendment (the "Sixth Amendment") is made and entered into as of March 22, 2016 (the "Effective Date") by and between The Trustees of the University of Pennsylvania ("Penn") and Advaxis, Inc., a corporation organized and existing under the laws of Delaware ("Company") having a place of business at 305 College Road East, Princeton, New Jersey 08540, amends the Amended and Restated License Agreement dated February 13, 2007, as amended by the First Amendment to the License Agreement dated March 26, 2007, the Second Amendment to the License Agreement dated May 10, 2010, the Third Amendment to the License Agreement dated December 12, 2011, the Fourth Amendment to the License Agreement dated May 14, 2013, and the Fifth Amendment to the License Agreement dated June 20, 2014 (the "License Agreement").

#### BACKGROUND

The License Agreement relates to certain intellectual property developed by Dr. Yvonne Paterson of Penn's School of Medicine, which intellectual property is the subject of patents or patent applications (the "*Penn Dockets*"). The parties intend to add intellectual property to the Penn Patent Rights and to make certain other changes to the License Agreement. The parties wish to amend the License Agreement to reflect these changes.

Now, therefore, the parties hereby agree as follows:

- 1) Unless otherwise defined herein, defined terms shall have the meaning given them in the License Agreement. All references to Articles and Sections in the Sixth Amendment refer to Articles and Sections of the License Agreement. The term "Party" means each of Penn, Company and any Affiliate. The term "Third Party" means any person or entity other than Penn, Company or any Affiliate.
- 2) Penn's Litigation Expenses shall include Penn's internal costs, to the extent that they can be reasonably determined, including the time of attorneys and IT personnel.
- 3) Section 2.8 is hereby added as follows:

"2.8 **No Implied License.** Each Party acknowledges that the rights and licenses granted in this Agreement are limited to the scope expressly granted. Accordingly, except for the rights expressly granted under this Agreement, no right, title, or interest of any nature whatsoever is granted whether by implication, estoppel, reliance, or otherwise, by either Party to the other Party. All rights with respect to any know-how, materials, patent or other

intellectual property right rights that are not specifically granted herein are reserved to the owner thereof."

2) Section 7.3(b) is amended and restated in its entirety as follows;

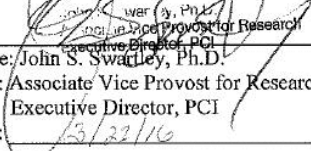
(b) Involuntary Participation. If Penn is required to participate involuntarily in any litigation referred to under Section 7.3, (such as, for example, but not limited to, joining in a suit brought by Company to enforce the Penn Patent Rights against a third party to establish Company's standing to sue or cure any other jurisdictional defects; or being joined or named as a defendant, necessary party, involuntary plaintiff, or indispensable party), then (i) Company will reimburse Penn's Litigation Expenditures on an ongoing basis, within 30 days of submission of actual invoices; and (ii) financial recoveries from any such litigation will be shared between Company and Penn as follows: (1) Company will be reimbursed for all Litigation Expenditures of Company and Litigation Expenses reimbursed by Company to Penn; then (2) forty percent (40%) of any amount remaining would be paid to Penn, and sixty percent (60%) of any amount remaining would be paid to Company, regardless of respective Litigation Expenditures.

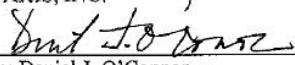
- 3) Attachment 1 of the License Agreement -List of Intellectual Property- is deleted in its entirety and replaced with Attachment 1 attached to this Sixth Amendment. Attachment 1 includes nine new dockets, which are listed separately on Exhibit A (hereinafter referred to as the "6<sup>th</sup> Amendment Dockets").
- 4) Within thirty (30) days of the Effective Date of this Sixth Amendment, Company shall pay to Penn a non-refundable, non-assessable license initiation fee of \$125,000 as partial consideration for the License to the 6<sup>th</sup> Amendment Dockets.
- 5) Within thirty (30) days of the execution of this Sixth Amendment, Company agrees to reimburse Penn for all historical patent expenses associated with the dockets listed on Attachment 1, to the extent not already reimbursed by Company to Penn. 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 Penn Patent Rights on or before the Effective Date of this Sixth Amendment, including the Sixth Amendment Dockets.
- 6) This Sixth Amendment, together with the License Agreement, constitute the entire agreement between the parties. All other terms and provisions of the License Agreement, except as expressly amended by this Sixth Amendment, remain in full force and effect.
- 7) This Sixth Amendment may be executed in two or more counterparts, each of which shall be deemed an original and together shall be deemed one and the same instrument.



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

THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA

By:   
Name: John S. Swatley, Ph.D.  
Title: Associate Vice Provost for Research and,  
Executive Director, PCI  
Date: 3/22/16

ADVAXIS, INC. <sup>J</sup>  
By:   
Name: Daniel J. O'Connor  
Title: President, Chief Executive Officer  
Date: 9 March 2016



INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statement of Advaxis, Inc. on Form S-3 [File No. 333-226988] and Form S-8 [File Nos. 333-130080, 333-217218, 333-222483, and 333-223851] of our report, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, dated December 20, 2019, with respect to our audits of the financial statements of Advaxis, Inc. as of October 31, 2019 and 2018 and for each of the two years in the period ended October 31, 2019, which report is included in the Annual Report on Form 10-K of Advaxis, Inc. for the year ended October 31, 2019.

*/s/ Marcum llp*

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Marcum llp  
New York, NY  
January 21, 2020

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**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. 1 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.

January 21, 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. 1 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.

January 21, 2020

By: /s/ Molly Henderson

Name: Molly Henderson

Title: Chief Financial Officer, Executive Vice President

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Amendment No. 1 to the Annual Report of Advaxis, Inc., a Delaware corporation (the "Company"), on Form 10-K for the year ended October 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chief Executive Officer, hereby certifies pursuant to 18 U.S.C. Sec. 1350 as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 that, to the undersigned's knowledge:

- (1) the Report of the Company filed today fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: January 21, 2020

By: /s/ Kenneth Berlin

Name: Kenneth Berlin

Title: President & Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with Amendment No. 1 to the Annual Report of Advaxis, Inc., a Delaware corporation (the "Company"), on Form 10-K for the year ended October 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chief Financial Officer, hereby certifies pursuant to 18 U.S.C. Sec. 1350 as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 that, to the undersigned's knowledge:

- (1) the Report of the Company filed today fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: January 21, 2020

By: /s/ Molly Henderson

Name: Molly Henderson

Title: Chief Financial Officer, Executive Vice President

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