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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **July 31, 2019 (July 25, 2019)**

ADVAXIS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36138
(Commission
File Number)

02-0563870
(IRS Employer
Identification No.)

**305 College Road East
Princeton, New Jersey, 08540**
(Address of Principal Executive Offices)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

On July 25, 2019, the exercise price of warrants issued by the Company in September 2018 (the “Warrants”) was reduced from \$0.248 per Warrant (or \$3.72 per full share of the Company’s common stock, \$0.001 par value per share (the “Common Stock”)) to \$0.0248 per Warrant (or \$0.372 per full share of Common Stock). The reduction was the result of issuance of the Company’s common stock in its previously announced public offering. The full text of the notice of reduction in the exercise price of the Warrants is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

Exhibit Number	Description
99.1	Notice of Reduction in Exercise Price of Warrants.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVAXIS, INC.

Date: July 31, 2019

By: */s/ Molly Henderson*

Molly Henderson
Executive Vice President and Chief Financial Officer

ADVAXIS, INC.**NOTICE OF REDUCTION IN WARRANT EXERCISE PRICE**

July 31, 2019

Dear Holder of Warrants to Purchase Common Stock of Advaxis, Inc.

This is to inform you that effective immediately, the exercise price of the warrants Advaxis, Inc. (the “Company”) issued under a Warrant Agency Agreement dated September 11, 2018 (“Warrants”), has been reduced from \$0.248 per Warrant, equal to \$3.72 per share of Advaxis common stock (“Common Stock”), to \$0.02667 per Warrant, equal to \$0.40 per share of Common Stock. The reduction in the exercise price is taking place in accordance with Section 2(a) of the Warrants as a result of the issuance and sale by the Company on July 25, 2019 of an aggregate of (i) 10,650,000 shares of Common Stock, and (ii) an aggregate of 13,656,000 pre-funded warrants exercisable into an aggregate of 13,656,000 shares of Common Stock, together with Common Stock purchase warrants to purchase up to an aggregate of 17,142,000 shares of Common Stock in an underwritten public offering for a public offering price of \$0.70 per share and accompanying warrant, with net proceeds to the Company equal to \$0.651 per share and accompanying warrant.

Section 2(a) of the Warrants provides, in relevant part, that if and whenever after September 7, 2018, Advaxis issues or sells any shares of Common Stock for a consideration per share less than a price equal to the exercise price of the Warrants in effect immediately prior to such issuance, immediately after such issuance, the exercise price then in effect shall be reduced to an amount equal to the New Issuance Price. Following prior reductions in the exercise price, the exercise price of the warrants prior to the public offering on July 25, 2019 was \$0.248 per warrant, equaling \$3.72 per full share of Common Stock. The net sale price of the shares in the public offering was \$0.651 per full share of Common Stock and accompanying warrant. Thus because the Company issued shares for consideration below the exercise price for a full share of \$3.72, in accordance with Section 2(a) of the Warrants, the exercise price of the Warrants has been reduced to \$0.0248 per warrant, which is equal to \$0.372 per full share.

This Notice does not constitute an offer of the securities that may be the subject of the underwritten public offering for sale.

Advaxis files annual, quarterly and current reports and other information with the SEC. The materials Advaxis files with the SEC are available on the SEC’s website, www.sec.gov. They also are available on Advaxis’ website, www.advaxis.com. You are urged to review the information Advaxis files with the SEC before deciding whether to exercise your Warrants.

ADVAXIS, INC.
