

Advaxis, Inc.  
Form 10-Q/A  
June 26, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

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

For the quarterly period ended April 30, 2012

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

For the transition period from to \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-28489

**ADVAXIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**02-0563870**

(IRS Employer Identification No.)

305 College Road East, Princeton, NJ 08540

(Address of principal executive offices)

(609) 452-9813

(Registrant's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's common stock, \$0.001 par value, outstanding as of June 11, 2012 was 363,451,168

**EXPLANATORY NOTE**

This Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2012 (the “Form 10-Q”), originally filed by Advaxis, Inc. on June 14, 2012, is being filed solely for the purpose of amending and restating Exhibit 10.3 of the Form 10-Q.

The Form of Project Agreement by and between Numoda Corporation and Advaxis, Inc. filed as Exhibit 10.3 to the Form 10-Q is being replaced with the executed version of the Project Agreement by and between Numoda Corporation and Advaxis, Inc., dated as of July 1, 2009. Part II, Item 6 is being amended and restated to reflect that Exhibit 10.3 is filed herewith.

Except as described above, no other changes have been made to the Form 10-Q. This Amendment does not amend, update or change the financial statements or disclosures in the Form 10-Q and does not reflect events occurring after the filing of the Form 10-Q.

**PART II - OTHER INFORMATION**

**Item 6. Exhibits.**

10.3\* Project Agreement, dated as of July 1, 2009, by and between Numoda Corporation and Advaxis, Inc.

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

**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ADVAXIS, INC.**

Registrant

Date: June 26, 2012 By: /s/ Thomas Moore

Thomas Moore

Chief Executive Officer and Chairman of the Board

By: /s/ Mark J. Rosenblum

Mark J. Rosenblum

Chief Financial Officer, Senior Vice President and Secretary

**EXHIBIT INDEX**

Exhibit No. Document Description

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\* Filed herewith