

Advaxis, Inc.  
Form 424B3  
September 15, 2010

Filed Pursuant to Rule 424(b)(3) and Rule 424(c)

Registration No. 333-162632

PROSPECTUS SUPPLEMENT NO. 7

77,388,531 SHARES OF COMMON STOCK

ADVAXIS, INC.

This prospectus supplement amends the prospectus dated March 5, 2010, to allow the selling stockholders named in the prospectus (the "Selling Stockholders") to resell, from time to time, up to an aggregate of 77,388,531 shares of our common stock issuable upon the exercise of warrants held by the Selling Stockholders.

We will not receive any proceeds from any such sale of these shares. To the extent any of the warrants are exercised for cash, if at all, we will receive the exercise price for those warrants. This prospectus supplement is being filed to include the information set forth in (i) our Current Report on Form 8-K/A filed on September 14, 2010 and (ii) our Quarterly Report on Form 10-Q filed on September 14, 2010, both of which are set forth below. This prospectus supplement should be read in conjunction with the prospectus dated March 5, 2010, the prospectus supplement No. 1 dated March 19, 2010, the prospectus supplement No. 2 dated April 2, 2010, the prospectus supplement No. 3 dated May 6, 2010, the prospectus supplement No. 4 dated May 14, 2010, the prospectus supplement No. 5 dated June 3, 2010 and the prospectus supplement No. 6 dated August 19, 2010, which are to be delivered with this prospectus supplement.

Our common stock is quoted on the Over-The-Counter Bulletin Board, or OTC Bulletin Board, under the symbol ADXS.OB. On September 14, 2010, the last reported sale price per share for our common stock as reported by the OTC Bulletin Board was \$0.15.

Investing in our common stock involves a high degree of risk. We urge you to carefully consider the "Risk Factors" beginning on page 6 of the prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 7 is September 15, 2010.

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

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FORM 8-K/A

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 19, 2010

ADVAXIS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

00028489  
(Commission File Number)

02-0563870  
(IRS Employer Identification Number)

Technology Centre of New Jersey  
675 Rt. 1, Suite B113  
North Brunswick, N.J. 08902  
(Address of principal executive offices)

Registrant's telephone number, including area code: (732) 545-1590

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On July 20, 2010, Advaxis, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Initial Form 8-K”) reporting that, among other things, on July 19, 2010, the Company entered into a Preferred Stock Purchase Agreement with Optimus Capital Partners, LLC, a Delaware limited liability company, d/b/a Optimus Life Sciences Capital Partners, LLC (the “Investor”), pursuant to which the Investor agreed to purchase, upon the terms and subject to the conditions set forth therein, up to \$7,500,000 of the Company’s newly authorized, non-convertible, redeemable Series B Preferred Stock, \$0.001 par value per share (the “Series B Preferred Stock”), at a price of \$10,000 per share of Series B Preferred Stock. This amended Current Report on Form 8-K is being filed to amend the Initial Form 8-K to clarify that the Series B Preferred Stock is only redeemable at the option of the Company as set forth in the Company’s Certificate of Designations of Preferences, Rights and Limitations of Series B Preferred Stock and not otherwise subject to redemption or repurchase by the Company in any circumstances. Except as otherwise provided herein, the other disclosures made in the Initial Form 8-K remain unchanged.

The fourth paragraph of Item 1.01 in the Initial Form 8-K is hereby deleted and replaced in its entirety with the following:

“The Series B Preferred Stock has a liquidation preference per share equal to the original price per share thereof plus all accrued dividends thereon (the “Liquidation Value”). Upon or after the fourth anniversary of the applicable issuance date, the Company has the right, at its option, to redeem all or a portion of the shares of Series B Preferred Stock at the Liquidation Value. The Company also has the right, at its option, to redeem all or a portion of the shares of Series B Preferred Stock, at a price per share equal to: (i) 136% of the Liquidation Value if redeemed on or after the applicable issuance date but prior to the first anniversary of the applicable issuance date, (ii) 127% of the Liquidation Value if redeemed on or after the first anniversary but prior to the second anniversary of the applicable issuance date, (iii) 118% of the Liquidation Value if redeemed on or after the second anniversary but prior to the third anniversary of the applicable issuance date, and (iv) 109% of the Liquidation Value if redeemed on or after the third anniversary but prior to the fourth anniversary of the applicable issuance date. Except as described in this paragraph, the Series B Preferred Stock is not subject to redemption or repurchase by the Company or the Investor.”

Item 3.02. Unregistered Sales of Securities.

The information provided in Item 1.01 of this Current Report is incorporated in this Item 3.02 by reference in its entirety.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number	Description
4.1	Certificate of Designation of Preferences, Rights and Limitations of the Series B Preferred Stock of Advaxis, Inc. dated July 19, 2010.*
10.1	Preferred Stock Purchase Agreement dated as of July 19, 2010.*
99.1	Press Release dated July 20, 2010.*

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\*Incorporated by reference to the corresponding exhibit filed with the Company’s Current Report on Form 8-K filed with the SEC on July 20, 2010.



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.

Dated: September 14, 2010

Advaxis, Inc.

By: /S/ MARK J. ROSENBLUM  
Mark J. Rosenblum  
Chief Financial Officer and Secretary

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EXHIBIT INDEX

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2010

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.)

The Technology Centre of New Jersey, 675 Route 1, Suite 119, North Brunswick, NJ 08902  
(Address of principal executive offices)

(732) 545-1590

(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



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

The number of shares of the registrant's common stock, \$0.001 par value, outstanding as of September 8, 2010 was 180,432,817.

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All other items called for by the instructions to Form 10-Q have been omitted because the items are not applicable or the relevant information is not material.



## PART I-FINANCIAL INFORMATION

## Item 1. Financial Statements

ADVAXIS, INC.  
(A Development Stage Company)  
BALANCE SHEETS

	July 31, 2010 (unaudited)	October 31, 2009
<b>ASSETS</b>		
Current Assets:		
Cash	\$ 26,274	\$ 659,822
Prepaid expenses	55,985	36,445
<b>Total Current Assets</b>	<b>82,259</b>	<b>696,267</b>
Deferred expenses	364,200	288,544
Property and Equipment (net of accumulated depreciation)	37,096	54,499
Intangible Assets (net of accumulated amortization)	2,044,065	1,371,638
Deferred Financing Cost		299,493
Other Assets	51,963	3,876
<b>Total Assets</b>	<b>\$ 2,579,583</b>	<b>\$ 2,714,317</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
Current Liabilities:		
Accounts payable	\$ 2,323,383	2,368,716
Accrued expenses	565,507	917,250
Convertible Bridge Notes and fair value of embedded derivative	891,806	2,078,851
Notes payable – including interest payable	597,509	1,121,094
<b>Total Current Liabilities</b>		