

Advaxis, Inc.
Form 8-K
March 01, 2019

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): **March 1, 2019 (February 28, 2019)**

ADVAXIS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware **001-36138** **02-0563870**
(State or Other Jurisdiction) (Commission (IRS Employer
of Incorporation) File Number) 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As discussed under Item 5.07 of the Current Report on Form 8-K of Advaxis, Inc. (the “Company” or “Advaxis”) filed on February 22, 2019, on February 21, 2019, at the Company’s 2019 annual meeting of stockholders, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock by 75,000,000 from the previously-authorized 95,000,000, bringing the total number of authorized shares of common stock to 170,000,000 shares (the “Amendment”). The Amendment became effective upon filing of the Amendment with the Secretary of State of the State of Delaware on February 28, 2019.

The Amendment is described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on January 11, 2019 (the “Proxy Statement”). This description of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished as part of this report:

| Exhibit Number | Description |
|-----------------------|-----------------------------------------------------------------------------------------------------------|
| 3.1 | <u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Advaxis, Inc.</u> |

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.
(Registrant)

By/s/ Molly Henderson
Molly Henderson
Executive Vice President and Chief Financial Officer

Date: March 1, 2019

