

PATTON JAMES P

Form 4

February 28, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PATTON JAMES P

(Last) (First) (Middle)

**C/O ADVAXIS, INC., 305
COLLEGE ROAD EAST**

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Advaxis, Inc. [ADXIS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2012		A		120,000	A	\$ 0 (1)
							2,940,576
							D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)	8. Date Exercisable Date	9. Expiration Date	10. Title	11. Amount Number of Shares
Convertible Promissory Note	\$ 0.0252 (4)	08/02/2012		A	\$ 66,667	(2)	08/02/2013	Common Stock	2,6		
Common Stock Warrants (right to buy)	\$ 0.085 (4)	08/02/2012		A	1,333,340	(2)	08/02/2013	Common Stock	1,3		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATTON JAMES P C/O ADVAXIS, INC., 305 COLLEGE ROAD EAST PRINCETON, NJ 08540	X			

Signatures

/s/ James Patton 02/28/2013
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents stock compensation that was earned for director services through December 31, 2011, but not issued until March 1, 2012.
- (2) Immediately.
 Pursuant to that certain Note Purchase Agreement, dated as of August 2, 2012, by and between Advaxis, Inc. (the "Company") and Dr. James Patton, the Company issued a convertible promissory note in the principal face amount of \$66,667 (the "Note") to Dr. Patton for a
- (3) purchase price of \$50,000. Additionally, Dr. Patton received a warrant to purchase such number of the Company's common stock equal to 50% of such number of shares of the Company's common stock issuable upon conversion of the Note with a current exercise price of \$0.085 per share.
- (4) This reflects the conversion price of the note and the exercise price of the warrant on the date hereof after giving effect to adjustments pursuant to the terms of such note and such warrant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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