

Advaxis, Inc.
Form 8-K
June 17, 2013

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): June 14, 2013

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 No.)

305 College Road East

08540

Princeton, New Jersey

(Address of principal executive offices) (Zip Code)

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

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 (*see* General Instruction A.2. below):

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the “Annual Meeting”) of Advaxis Inc. (the “Company”) was held on June 14, 2013. At the Annual Meeting, the stockholders voted on the following six proposals and cast their votes as described below.

1. The individuals listed below were elected at the Annual Meeting to serve as directors of the Company until the next annual meeting of stockholders and until their respective successors are duly elected and qualified.

| | For | Withheld | Broker Non-Vote |
|-----------------------|-------------|-------------|-----------------|
| Thomas A. Moore | 200,674,407 | 163,937,908 | 128,577,983 |
| Dr. James P. Patton | 267,895,223 | 96,717,092 | 128,577,983 |
| Roni A. Appel | 264,529,316 | 100,082,999 | 128,577,983 |
| Dr. Thomas J. McKearn | 269,405,738 | 95,206,577 | 128,577,983 |
| Richard J. Berman | 269,182,086 | 95,430,229 | 128,577,983 |

2. A management proposal to approve an amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to effect a reverse stock split at a ratio ranging from 1-for-70 to 1-for-125 of all the issued and outstanding shares of the Company’s common stock, the final ratio to be determined at the discretion of the Board of Directors, as described in the proxy materials. This proposal was approved.

| For | Against | Abstained | Broker Non-Vote |
|-------------|-------------|-----------|-----------------|
| 286,068,655 | 201,665,823 | 5,455,820 | 0 |

3. A management proposal to approve an amendment to the Certificate of Incorporation to decrease, subject to approval and implementation of Proposal No. 2, the total number of authorized shares of capital stock from 1,005,000,000 consisting of 1,000,000,000 shares of common stock and 5,000,000 shares of “blank check” preferred stock to 30,000,000 consisting of 25,000,000 shares of common stock and 5,000,000 shares of “blank check” preferred stock, as described in the proxy materials. This proposal was approved.

| For | Against | Abstained | Broker Non-Vote |
|-------------|-------------|-----------|-----------------|
| 294,160,528 | 189,975,833 | 9,053,937 | 0 |

4. A management proposal to ratify and approve an amendment to the Company’s 2011 Omnibus Incentive Plan, which was included in the Company’s proxy materials, was withdrawn and no vote was taken.

5. A management proposal to ratify the selection of Marcum, LLP as the Company's independent registered public accountants for the fiscal year ending October 31, 2013, as described in the proxy materials. This proposal was approved

| For | Against | Abstained | Broker Non-Vote |
|-------------|------------|------------|-----------------|
| 427,106,342 | 51,313,024 | 14,770,932 | 0 |

6. An advisory (non-binding) resolution regarding compensation of the Company's named executive officers, as described in the proxy materials. This proposal was approved.

| For | Against | Abstained | Broker Non-Vote |
|-------------|-------------|------------|-----------------|
| 192,183,204 | 155,774,575 | 16,654,536 | 128,577,983 |

7. An advisory (non-binding) resolution on the frequency at which the Company should include an advisory vote regarding the compensation of its named executive officers in its future proxy statements for stockholder consideration, as described in the proxy materials. The option of every 3 years received the highest number of the votes cast.

| 1 year | 2 years | 3 years | Abstained | Broker Non-Vote |
|-------------|------------|-------------|------------|-----------------|
| 142,636,356 | 22,738,655 | 165,205,060 | 34,032,244 | 128,577,983 |

SIGNATURES

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

ADVAXIS, INC.

By: /s/ Mark Rosenblum

Name: Mark Rosenblum

Title: Chief Financial Officer

Date: June 17, 2013