

Advaxis, Inc.

Form 3

December 19, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â ADAGE CAPITAL  
PARTNERS GP LLC

(Last) (First) (Middle)

200 CLARENDON STREET,  
52ND FLOOR,Â

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
12/19/20143. Issuer Name **and** Ticker or Trading Symbol  
Advaxis, Inc. [ADXS]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, par value \$0.001

4,454,604

I

See footnotes (1) (2)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: Advaxis, Inc. - Form 3

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ADAGE CAPITAL PARTNERS GP LLC<br>200 CLARENDON STREET, 52ND FLOOR<br>BOSTON, MA 02116    | Â             | Â X       | Â       | Â     |
| Adage Capital Partners, L.P.<br>200 CLARENDON STREET, 52ND FLOOR<br>BOSTON, MA 02116     | Â             | Â X       | Â       | Â     |
| Adage Capital Advisors, L.L.C.<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116 | Â             | Â X       | Â       | Â     |
| Atchinson Robert<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116               | Â             | Â X       | Â       | Â     |
| Gross Phillip<br>200 CLARENDON STREET<br>52ND FLOOR<br>BOSTON, MA 02116                  | Â             | Â X       | Â       | Â     |

## Signatures

|  |            |
|--|------------|
| /s/ Robert Atchinson   | 12/19/2014 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson | 12/19/2014 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson  | 12/19/2014 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson  | 12/19/2014 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Phillip Gross  | 12/19/2014 |
| _____<br>**Signature of Reporting Person   | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The securities to which this filing relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as

- (1) such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of the Fund.

The filing of this statement shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of the securities

- (2) reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.