

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-KSB/A

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED - OCTOBER 31, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ 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)

84-1521955  
(I.R.S. Employer Identification No.)

Technology Centre of New Jersey  
675 US Highway One, Suite B113  
North Brunswick, New Jersey  
(Address of principal executive offices)

08902  
(Zip Code)

Registrant's telephone number, including area code:  
Securities registered pursuant to Section 12(b) of the Act:

(732) 545-1590  
Common Stock - \$.001 par value  
The Common Stock is listed on the Over-The-Counter Bulletin  
Board (OTC:BB)

Securities registered pursuant to Section 12(g) of the Act:

[None]

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 Registrant was required to file such reports) and (2) has been subject to such filing requirements for at least the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting common equity held by non-affiliates of the registrant as of December 31, 2006 was approximately \$4,587,000 based upon the closing bid price of the registrant's Common Stock on the Over the Counter Bulletin Board, at December 29, 2006. (For purposes of determining this amount, only directors, executive officers, and 10% or greater stockholders and their respective affiliates have been deemed affiliates).

Registrant had 41,147,363 shares of Common Stock, par value \$0.001 per share, issued and outstanding as of December 31, 2006.

**DOCUMENTS INCORPORATED BY REFERENCE**

The Exhibits to this Annual Report have been incorporated by reference from other filings by the Company with the Securities and Exchange Commission.

## EXPLANATORY NOTE

This Amendment is being filed to simply correct the certifications, which had language inadvertently cut off when filed. No other information was updated.

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## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been duly caused this Annual Report to be signed on its behalf by the undersigned, thereunto duly authorized, in North Brunswick, Middlesex County, State of New Jersey, on the 6th day of March, 2007.

ADVAXIS, INC.

By: /s/ Thomas Moore

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Thomas Moore, Chief Executive Officer and Chairman of the Board

## POWER OF ATTORNEY

If not filed herewith, filed as an exhibit to the document referred to by letters as follows:

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas Moore as his true and lawful attorney-in-fact and agent, with full power of substitution for him in any and all capacities (1), to sign any and all amendments to this report on Form 10-KSB/A and (2) to file the same with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Exchange Act of 1934, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent all power and authority to do and to perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and affirming all that said attorney-in-fact and agent, or his substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

| <u>SIGNATURE</u>                            | <u>TITLE</u>   | <u>DATE</u>   |
|---|--|---------------|
| <u>/s/ Thomas Moore</u><br>Thomas Moore     | Chief Executive Officer and Chairman of the Board<br>(Principal Executive Officer) | March 6, 2007 |
| <u>/s/ Fredrick Cobb</u><br>Fredrick Cobb   | Vice President, Finance<br>(Principal Financial and Accounting Officer)            | March 6, 2007 |
| <u>/s/ Roni Appel</u><br>Roni Appel         | Director   | March 6, 2007 |
| <u>/s/ Thomas McKearn</u><br>Thomas McKearn | Director   | March 6, 2007 |
| <u>/s/ James Patton</u><br>James Patton     | Director   | March 6, 2007 |
| <u>/s/ Richard Berman</u><br>Richard Berman | Director   | March 6, 2007 |
| <u>/s/ Martin Wade</u><br>Martin Wade       | Director   | March 6, 2007 |



**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO 18.U.S.C. 7350  
(SECTION 302 OF THE SARBANES OXLEY ACT OF 2002)**

I, Thomas Moore, certify that:

1. I have reviewed this report on Form 10-KSB/A for the year ended October 31, 2006 of Advaxis, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

March 6, 2007

/s/ Thomas Moore

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Name: Thomas Moore

Title: Chief Executive Officer

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO 18.U.S.C. 7350  
(SECTION 302 OF THE SARBANES OXLEY ACT OF 2002)**

I, Fred Cobb, certify that:

1. I have reviewed this report on Form 10-KSB/A for the year ended October 31, 2006 of Advaxis, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

March 6, 2007

/s / Fred Cobb

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Name: Fred Cobb

Title: Vice President Finance, Principal Financial Officer

Exhibit 32.1

**CERTIFICATION-PURSUANT TO SECTION 906 OF THE SARBANES OXLEY ACT OF 2002**

The undersigned as Chief Executive Officer of the Company, does hereby certify that the foregoing Annual Report of Advaxis, Inc. (the "Company"), on Form 10-KSB/A for the year ended October 31, 2006 (the "Report"):

- (1) Fully complies with the requirements of section 13 or 15 (d) of the Securities Exchange Act of 1934; and
- (2) Fairly presents, in all material respects, the financial condition and result of operations of the Company.

February 28, 2007

/s/ Thomas Moore

Thomas Moore

Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**CERTIFICATION-PURSUANT TO SECTION 906 OF THE SARBANES OXLEY ACT OF 2002**

The undersigned as the Vice President Finance, Principal Financial Officer of the Company, does hereby certify that the foregoing Annual Report of Advaxis, Inc. (the "Company"), on Form 10-KSB/A for the year ended October 31, 2006 (the "Report"):

- (1) Fully complies with the requirements of section 13 or 15 (d) of the Securities Exchange Act of 1934; and
- (2) Fairly presents, in all material respects, the financial condition and result of operations of the Company.

February 28, 2007

/s/ Fred Cobb

Fred Cobb

Vice President Finance, Principal Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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