

Edgar Filing: GREAT EXPECTATIONS & ASSOCIATES INC - Form 8-K

GREAT EXPECTATIONS & ASSOCIATES INC

Form 8-K

August 26, 2004

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

August 25, 2004

(Date of Report)

Great Expectations and Associates, Inc.

(Exact name of registrant as specified in its charter)

Colorado	333-44882	84-1521955
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4105 E. Florida Avenue, Suite 100, Denver, Co. 80222

(Address of principal executive offices)

(303) 756-5703

(Registrant's telephone number, including area code)

ITEM 1.01 ENTRY INTO A MATERIAL AGREEMENT

The Registrant entered into a Share Exchange and Reorganization Agreement on August 25, 2004 (the "Share Exchange"), with Advaxis, Inc., a Delaware corporation ("Advaxis"), and the shareholders of Advaxis, pursuant to which the Registrant will acquire Advaxis as a wholly owned subsidiary. The Share Exchange provides for (i) a one for two hundred (1-200) reverse stock split leaving existing shareholders of the Registrant with 752,600 shares of common stock of the Registrant (the "GXPT Common Stock") representing 3.75% of the fully diluted outstanding GXPT Common Stock and (ii) the issuance to the existing shareholders of Advaxis and others of 16,350,323 shares of GXPT Common Stock, warrants to purchase 584,885 shares of GXPT Common Stock and options to purchase 2,381,525 shares of GXPT Common Stock representing in aggregate 96.25% of the fully diluted outstanding GXPT Common Stock and bringing the total number of shares of the Registrant to 20,069,333 on a fully diluted basis. The Share Exchange is subject to the satisfaction of various closing conditions. No representation can be made that all of such conditions will be met or that the proposed transaction will be completed.

A copy of the Registrant's press release is attached as Exhibit 99.1.

SECTION 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

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- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibit 99.1 - Press Release dated August 25, 2004

SIGNATURE

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.

Dated: August 25, 2004

Great Expectations and Associates, Inc.

By: /s/ Fred Mahlke

Name: Fred Mahlke
Title: President