

FORM 4

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Catelani Michael		2. Issuer Name and Ticker or Trading Symbol Anixa Biosciences Inc [ANIX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ COO & CFO	
(Last) (First) (Middle) C/O ANIXA BIOSCIENCES, INC., 3150 ALMADEN EXPRESSWAY, SUITE 250		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2021			
(Street) SAN JOSE,, CA 95118		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy) (1)	\$ 4.02	06/01/2021		A		100,000		(2)	06/01/2031	Common Stock 100,000	\$ 0	100,000	D	
Employee Stock Option (Right to Buy) (1)	\$ 4.02	06/01/2021		A		100,000		(3)	06/01/2031	Common Stock 100,000	\$ 0	100,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catelani Michael C/O ANIXA BIOSCIENCES, INC. 3150 ALMADEN EXPRESSWAY, SUITE 250 SAN JOSE,, CA 95118			COO & CFO	

Signatures

/s/ Michael J. Catelani	06/02/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Right-To-Buy, granted under the Anixa Biosciences, Inc. 2018 Share Incentive Plan.

The options vest and become exercisable as follows: (i) 25,000 shares vest if during any 5 trading day period, the average closing price of the issuer's common stock is at least \$5.00, (ii)

(2) 25,000 shares vest if during any 5 trading day period, the average closing price of the issuer's common stock is at least \$6.00, (iii) 25,000 shares vest if during any 5 trading day period, the average closing price of the issuer's common stock is at least \$7.00, and (iv) 25,000 shares vest if during any 5 trading day period, the average closing price of the issuer's common stock is at least \$8.00.

(3) The options vest and become exercisable in thirty-six (36) equal monthly installments beginning June 30, 2021.

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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