

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person Titterton Lewis H jr <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol Anixa Biosciences Inc [ANIX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
C/O ANIXA BIOSCIENCES, INC., 3150 ALMADEN EXPRESSWAY, SUITE 250 <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 09/20/2019		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				
SAN JOSE, CA 95118 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)		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.

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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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$ 0.67	09/20/2019		D (1)	30,000	(2)	09/19/2022	Common Stock	30,000	(1)	0	D	
Employee Stock Option	\$ 2.575	09/20/2019		A (1)	30,000	(2)	09/19/2022	Common Stock	30,000	(1)	30,000	D	
Employee Stock Option	\$ 0.67	09/20/2019		D (1)	40,000	(3)	02/15/2023	Common Stock	40,000	(1)	0	D	
Employee Stock Option	\$ 2.575	09/20/2019		A (1)	40,000	(3)	02/15/2023	Common Stock	40,000	(1)	40,000	D	
Employee Stock Option	\$ 0.67	09/20/2019		D (1)	16,000	(4)	12/31/2022	Common Stock	16,000	(1)	0	D	
Employee Stock Option	\$ 2.575	09/20/2019		A (1)	16,000	(4)	12/31/2022	Common Stock	16,000	(1)	16,000	D	
Employee Stock Option	\$ 0.67	09/20/2019		D (1)	6,000	(5)	07/17/2027	Common Stock	6,000	(1)	0	D	
Employee Stock Option	\$ 0.82	09/20/2019		A (1)	6,000	(5)	07/17/2027	Common Stock	6,000	(1)	6,000	D	
Employee Stock Option	\$ 0.67	09/20/2019		D (1)	120,000	(6)	11/08/2023	Common Stock	120,000	(1)	0	D	
Employee Stock Option	\$ 2.575	09/20/2019		A (1)	120,000	(6)	11/08/2023	Common Stock	120,000	(1)	120,000	D	

Employee Stock Option	\$ 0.67	09/20/2019		D ⁽¹⁾		16,000	(7)	12/31/2023	Common Stock	16,000	(1)	0	D
Employee Stock Option	\$ 2.575	09/20/2019		A ⁽¹⁾	16,000		(7)	12/31/2023	Common Stock	16,000	(1)	16,000	D
Employee Stock Option	\$ 0.67	09/20/2019		D ⁽¹⁾		16,000	(8)	01/02/2025	Common Stock	16,000	(1)	0	D
Employee Stock Option	\$ 2.575	09/20/2019		A ⁽¹⁾	16,000		(8)	01/02/2025	Common Stock	16,000	(1)	16,000	D
Employee Stock Option	\$ 0.67	09/20/2019		D ⁽¹⁾		16,000	(9)	01/14/2026	Common Stock	16,000	(1)	0	D
Employee Stock Option	\$ 2.92	09/20/2019		A ⁽¹⁾	16,000		(9)	01/14/2026	Common Stock	16,000	(1)	16,000	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Titterton Lewis H jr C/O ANIXA BIOSCIENCES, INC. 3150 ALMADEN EXPRESSWAY, SUITE 250 SAN JOSE, CA 95118	X			

Signatures

/s/ Lewis H. Titterton, Jr.	09/20/2019
<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).

- These transactions involved an amendment of outstanding stock options due to a settlement pursuant to which these options that had been repriced on September 6, 2017 to \$0.67, would have their
- (1) exercise price changed to the exercise price immediately prior to that repricing, resulting in the deemed cancellation of the "old" options and the grant of replacement options. All of the other terms of the options remain the same, including without limitation, the number of shares underlying the options, the vesting periods of the options, and the expiration dates of the options.
 - (2) The option was originally granted on September 19, 2012 and vested as follows: one third immediately and two thirds annually beginning on September 19, 2013.
 - (3) The option was originally granted on February 15, 2013 and vested as follows: one third immediately and two thirds annually beginning on February 15, 2014.
 - (4) The option was originally granted on March 28, 2013 and vested in four (4) equal installments on each March 31, 2013, June 30, 2013, September 30, 2013 and December 31, 2013.
 - (5) The option was originally granted on July 17, 2017 and vests and become exercisable in two equal installments on each September 30, 2017 and December 31, 2017.
 - (6) The option was originally granted on November 8, 2013 and vested in 36 consecutive monthly installments beginning on December 31, 2013.
 - (7) The option was originally granted on January 2, 2014 and vested in four (4) equal installments on each of March 31, 2014, June 30, 2014, September 30, 2014 and December 31, 2014.
 - (8) The option was originally granted on January 2, 2015 and vested in four (4) equal installments on each of March 31, 2015, June 30, 2015, September 30, 2015 and December 31, 2015.
 - (9) The option was originally granted on February 18, 2016 and vested in four (4) equal installments on each of March 31, 2016, June 30, 2016, September 30, 2016 and December 31, 2016.

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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