

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

DECEMBER 1, 2004

Date of Report (Date of earliest event reported)

ORAGENICS, INC.

(Exact name of registrant as specified in its charter)

FLORIDA 000-50614 59-3410522

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

12085 RESEARCH DRIVE
ALACHUA, FLORIDA 32615

(Address of principal executive offices including zip code)

(386) 418-4018

Registrant's telephone number, including area code

NONE

(Former name or former address, if changed since last report.)

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ITEM 7.01 REGULATION FD DISCLOSURE

In connection with the raising of additional capital, as described in the press release attached hereto as Exhibit 99.1, the company prepared a Financial Summary, including estimates for 2004 - 2006 which are included as Exhibit 99.2 to this filing. The Company undertakes no obligation to publicly update or revise this Financial Summary in the future.

ITEM 8.01 OTHER EVENTS

Oragenics, Inc. issued the press release attached hereto as Exhibit 99.1 announcing that it closed on a private placement of equity securities for proceeds totaling \$687,500.

ITEM 9.01 FINANCIAL INFORMATION AND EXHIBITS

EXHIBIT NO. DESCRIPTION

99.1 Press Release

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 30th day of November, 2004.

ORAGENICS, INC.
(REGISTRANT)

BY: /s/ Mento A. Soponis

Mento A. Soponis
President and Chief Executive Officer

Exhibit 99.1

Contact:

Chuck Soponis
Chief Executive Officer
Oragenics, Inc.
(386) 418-4018

FOR IMMEDIATE RELEASE

ORAGENICS ANNOUNCES FIRST CLOSING ON PRIVATE PLACEMENT

ALACHUA, FL (NOVEMBER 30, 2004): Oragenics, Inc. (AMEX:ONI) announced today that it has made a first closing on a Private Placement of unregistered Units (common shares and warrants) for proceeds totaling \$687,500. The company sold 250,000 shares at a price of \$2.75 per share, with each share receiving one-half a warrant for the purchase of additional shares at \$3.50 per share.

The purpose of the private placement is to raise funds to support the clinical development of the company's various technologies and for general corporate purposes.

Neither the Units, nor the shares of Common Stock underlying the Units or the warrants included in the Units, are registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy in any jurisdiction.

ABOUT ORAGENICS

Oragenics, Inc. is an emerging biotechnology company focused on the development and licensure of innovative products and technologies for improving human health. The company's lead product is a novel oral rinse for the prevention of tooth decay, which is anticipated to enter clinical trials in early 2005. The company is also developing a novel antibiotic with broad-spectrum activity against gram-positive bacteria and a probiotic product aimed at maintaining oral health. The company is headquartered in Alachua, Florida. For more information about Oragenics, please consult the company's website at www.oragenics.com.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: This release includes forward-looking statements which reflect Oragenics' current views with respect to future events and financial performance. These forward-looking statements are based on management's beliefs and assumptions and information currently available. The words "believe", "expect", "anticipate", "intend", "estimate", "project" and similar expressions which do not relate solely to historical matters identify forward-looking statements. Investors should be cautious in relying on forward-looking statements because they are subject to a variety of risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed in any such forward-looking statements. These factors include, but are not limited to (1) the ability to successfully complete development and commercialization of Oragenics' Replacement Therapy for prevention of tooth decay, novel antibiotic, and probiotic product for oral health; (2) the ability to obtain substantial additional funding; (3) the ability to develop and commercialize products before competitors; (4) the ability to develop commercial products with the in-licensed technology; and (5) other factors detailed from time to time in filings with the Securities and Exchange Commission. We expressly disclaim any responsibility to update forward-looking statements.

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FINANCIAL SUMMARY

	2002	2003	2004E	2005E	2006E	
<S>	<C>	<C>	<C>	<C>	<C>	
Revenues	\$0	\$0	\$185	\$3,375	\$15,175	
Operating Expenses						
Research and development		310	929	1,770	5,992	4,732
General and administrative		400	739	1,039	1,391	1,413
	710	1,668	2,809	7,383	6,145	
Operating income (loss)	(710)	(1,668)	(2,624)	(4,008)	(4,008)	9,030
Net income (loss)	\$(700)	\$(1,673)	\$(2,580)	\$(3,867)	\$(3,867)	\$9,204

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FY 2004 revenue estimates are based on Small Business Innovation Research (SBIR) awards granted by the National Institute of Allergy and Infectious Diseases. Thereafter, revenue projections include follow-on grants, upfront payments upon execution of licensing agreements, milestone payments and product royalties. Royalty payments are expected to begin in FY 2006 with initial commercialization of the oral probiotics in Asia and Europe. Commercialization of the replacement therapy and Mutacin 1140 is anticipated to begin in FY 2009.

Estimated expenses include significantly higher R&D expenses, additional salaries for new hires, consulting fees for R&D consultants and advisors, patent- and licensing-related fees, costs of contract manufacturing, and higher depreciation and amortization expenses associated with capital expenditures. Although the Company anticipates in-licensing and developing additional technologies, no provision is made in these estimates for the cost of such in-licensing or the generation of revenues that might occur.

CAVEAT: These financial projections are forward looking statements that have been prepared based upon certain assumptions and hypotheses which management believes are reasonable and should be read in conjunction with the Company's historical audited financial statements. These projections are only estimates and are necessarily speculative in nature. These financial projections have not been audited or reviewed by independent accountants and may be subject to future reconciliation and adjustment. The assumptions and estimates underlying these projections are subject to significant business, economic and competitive uncertainties beyond the Company's control as well as the risk factors set forth in the Company's SEC filings. Variations of actual facts and circumstances from the assumptions could and materially alter the actual future financial results achieved by the Company. As such, these financial projections may be materially different from the Company's actual, future results. No assurance can be that any projections or assumptions will prove to be accurate.