

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

August 31, 2005

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.)

13700 Progress Boulevard  
Alachua, Florida 32653

(Address of principal executive offices including zip code)

(386) 418-4018

Registrant's telephone number, including area code

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None  
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(Former name or former address, if changed since last report.)  
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Oragenics, Inc. (the "Company") is filing this amended Form 8-K/A to amend the Company's Current Report on Form 8-K filed on August 29, 2005, solely to amend and restate item 4.1(a)(ii) in its entirety. The remainder of the previously filed Form 8-K remains the same and is included for the convenience of the reader.

Item 4.1 Changes in Registrant's Certifying Accountants

(a) Dismissal of Previous Independent Registered Public Accounting Firm

- (i) On August 26, 2005 the Audit Committee of the Board of Directors of Oragenics, Inc. ("the Company"), dismissed Ernst & Young LLP as the Company's independent registered public accounting firm.
- (ii) The reports of Ernst & Young LLP on the Company's financial statements as of and for the years ended December 31, 2003 and 2004, did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that the report of Ernst & Young LLP on the Company's financial statements as of and for the year ended December 31, 2004 was modified for a going concern uncertainty.
- (iii) During the Company's two most recent fiscal years ended December 31, 2003 and 2004, and the subsequent interim period from January 1, 2005 through August 26, 2005, there were no

disagreements with Ernst & Young LLP on any matters of accounting principles or practices, financial statement disclosure, or auditing scope and procedures which, if not resolved to the satisfaction of Ernst & Young LLP would have caused Ernst & Young LLP to make reference to the matter in their report.

(iv) The Company has requested Ernst & Young LLP to furnish it with a letter addressed to the Commission stating whether it agrees with the above statements. A copy of that letter, dated August 29, 2005, is filed as Exhibit 16 to this Form 8-K.

(b) Engagement of New Independent Registered Public Accounting Firm

(i) On August 26, 2005, the Audit Committee of the Company's Board of Directors approved the engagement of Kirkland, Russ, Murphy and Tapp as the Company's independent registered public accounting firm for the year ending December 31, 2005. Prior to the dismissal of Ernst & Young LLP, the Company did not consult with Kirkland, Russ, Murphy and Tapp regarding: (i) the application of accounting principles to a specified transaction, either completed or proposed; or (ii) the type of audit opinion that might be rendered on the Company's financial statement.

ITEM 9.1 Financial Statements and Exhibits

(c) Exhibits

16 Letter of Ernst & Young LLP dated August 29, 2005  
99.1 Press release dated August 29, 2005

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 thereunto duly authorized.

Oragenics, Inc.

/s/ Paul Hassie

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Paul Hassie  
Chief Financial Officer

Dated: August 29, 2005

EXHIBIT 16 TO FORM 8-K

August 29, 2005

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Gentlemen:

We have read Item 4.01 of Form 8-K dated August 29, 2005, of Oragenics, Inc. and are in agreement with the statements contained in the paragraphs (a)(ii) through (a)(iv) on page one therein. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young LLP



EXHIBIT 99.1

FOR IMMEDIATE RELEASE

In an effort to control costs while maintaining high quality service,  
Oragenics, Inc. Retains New Auditors and Transfer Agent

ALACHUA, Fla. -- Aug. 29, 2005 --Oragenics, Inc. (AMEX: ONI) - today announced that its Audit Committee has selected Kirkland Russ Murphy and Tapp ("KRMT") as the Company's new independent auditor. In addition, Oragenics has retained Continental Stock Transfer & Trust Company ("Continental") as its stock transfer agent.

Oragenics is pleased to welcome KRMT as its independent auditor. "We believe that KRMT, with its emphasis on smaller clients and its proximity to Oragenics will be an ideal fit for us," said Paul Hassie, Oragenics Chief Financial Officer.

Kirkland Russ Murphy and Tapp is a regional auditing and accounting firm located in Clearwater, Florida. The firm has over 50 professionals with experience in public and private companies in various industries and is an independent member firm of the BDO Seidman Alliance. BDO Seidman, LLP is the fifth largest accounting and auditing firm in the world with over 600 offices in 105 countries.

Continental Stock Transfer & Trust Company, Inc. is a privately-held bank agent serving over 1,100 clients with a focus on mid-sized and smaller companies. "We look forward to building a strong relationship with Continental and we expect we will receive quality service at a very competitive rate," said Bob Zahradnik, Oragenics' President and CEO.

Oragenics is focused on the acquisition and development of novel technologies and products to address significant, unmet medical needs.

Oragenics' strategy is to license and develop products through human proof-of-concept studies prior to partnering with major pharmaceutical, biotechnology or healthcare product firms for advanced clinical development and commercialization.

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Oragenics is currently developing several products, which address potentially major market opportunities as follows:

- o SMaRT Replacement Therapy is a single, painless topical treatment that has the potential to offer life-long protection from most tooth decay. This product is in Phase I clinical trials.
- o Probiora 3 Oral Probiotic is a daily consumer product that employs naturally occurring beneficial bacteria to promote dental and periodontal health.
- o MU 1140 is a novel antibiotic with activity against essentially all Gram-positive bacteria including multidrug resistant Staphylococcus aureus and Enterococcus faecalis. MU 1140 has a number of other characteristics that suggest its potential use in the treatment of a variety of infectious diseases.

Safe Harbor Statement: Under the Private Securities Litigation Reform Act of 1995: This release includes forward-looking statements that 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 that 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 Orogenics' 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.

CONTACT:

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or

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