
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

November 22, 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 of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

13200 Progress Boulevard
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.)

Item 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On November 20, 2005, Oragenics, Inc. ("the Company") entered into a Securities Purchase Agreement with a group of private accredited investors providing for the issuance of up to 3,000,000 shares of Company common stock at \$0.40 per share and 3,000,000 warrants to purchase common stock at an exercise price of \$0.60 per share. The warrants will be exercisable for two years and are callable by the Company if its common stock trades at or above \$1.20 per share for a 30 consecutive day period. Also, pursuant to the terms of a Registration Rights Agreement dated November 20, 2005, the Company will be obligated to file a registration statement with the Securities and Exchange Commission covering the resale of shares of common stock purchased the private investors and the shares of common stock issuable upon exercise of the warrants. The private placement offering is being made pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933 and closing is expected to occur on or before December 8, 2005.

A copy of the November 21, 2005 press release announcing the financing agreement and the amendment to the Company's loan agreement with its bank is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

Number	Description
99.1	Press Release dated November 21, 2005

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 22nd day of November, 2005.

ORAGENICS, INC.
(Registrant)

BY: /s/ Robert T. Zahradnik

Robert T. Zahradnik
President and Chief Executive Officer

FOR IMMEDIATE RELEASE

Oragenics Announces Financing Commitment

ALACHUA, FL (November 21, 2005): Oragenics, Inc. (AMEX:ONI) announced today that it has entered into a definitive agreement for equity based financing of up to \$1.2 million from a group of individuals who are accredited investors that have previously invested in the company. The agreement provides for the sale of up to 3,000,000 newly issued shares of common stock at a price of \$0.40 per share and the issuance of an equal number of warrants to purchase shares of common stock that will be exercisable at \$0.60 per share. The transaction is expected to close by December 8, 2005.

As stated by Oragenics' President and CEO, Dr. Robert Zahradnik, "We anticipate that the successful completion of this financing will provide us with the necessary capital to move our SMaRT replacement therapy technology further along in its clinical trial and to perform preclinical toxicology studies to enable us to apply for an IND ("Investigation New Drug") application by mid 2006 with our MU 1140 antibiotic technology."

Neither the shares of common stock, nor the shares of common stock underlying the warrants 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. However, the company will be obligated to file a resale registration statement with the Securities and Exchange Commission relating to the shares of common stock to be issued in the transaction and the shares of common stock to be issued upon exercise of the warrants within forty five days of the closing. Oragenics plans to use the funds raised to support the clinical development of the company's various technologies and for general corporate purposes.

Oragenics also has amended its bank loan agreement whereby the company has deposited an amount equal to the remaining principal balance due of approximately \$305,000 into a restricted account and the funds will not be available to the company for working capital. The bank has also removed various financial covenants from the terms of the agreement.

About Oragenics

Oragenics is focused on the 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. Upon completion of the private placement financing Oragenics plans to continue its development of the following products, which address potentially major market opportunities:

- o SMaRT Replacement Therapy is a single, painless topical treatment that has the potential to offer life-long protection from most tooth decay.
- o MU 1140 is a novel antibiotic with activity against many 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.

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 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 our ability to successfully close on the above described private placement, those set forth in our most recently filed annual report on Form 10-KSB and quarterly report on Form 10-QSB, and 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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