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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 19, 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.)

13200 Progress Boulevard  
Alachua, Florida 32615  
(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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Item 1.01      ENTRY INTO MATERIAL DEFINITIVE AGREEMENTS

Oragenics, Inc. (the "Company") closed on the \$1,175,000 private placement of Company common stock and warrants pursuant to the Securities Purchase Agreement previously described in its Form 8-K filing on November 22, 2005. The Company issued 2,937,500 shares of its common stock at \$0.40 per share and 2,937,500 warrants to purchase common stock at an exercise price of \$0.60 per share to accredited investors who were also existing shareholders of the Company. The warrants are 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. The Company also issued warrants to purchase 35,000 shares of common stock exercisable at \$0.40 per share and warrants to purchase 95,000 shares of common stock exercisable at \$0.60 per share to Westrock Advisors on terms similar to those of the investors. Pursuant to the Securities Purchase Agreement, Mento A. Soponis resigned from the Board of Directors of the Company and George Hawes, an investor in the private placement who purchased 1,000,000 shares of common stock and 1,000,000 warrants to purchase common stock, was appointed to fill the vacancy. As reported on a Form 4 filing, Jeffrey Hillman, a Director of the Company, and Mento A. Soponis sold an aggregate of 1,200,000 of their shares of Company common stock for \$1,200 in a private sale to certain accredited investors who participated in the Company's private placement. Pursuant to the terms of a Registration Rights Agreement dated November 20, 2005, the Company is obligated to file a registration

statement with the Securities and Exchange Commission within forty five days covering the resale of shares of common stock purchased by the private investors and the shares of common stock issuable upon exercise of the warrants. The private placement offering and sale of common stock and warrants was made in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933. The proceeds from the private offering will be used for general corporate purposes. Also, the Company voluntarily repaid all remaining principal and interest on its bank loan.

A copy of the December 19, 2005 press release announcing the closing of the private placement and the appointment of George Hawes as a director to replace Mento A. Sponis is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

The information in Item 1.01 of this report is incorporated herein by reference.

Item 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

The information in Item 1.01 of this report is incorporated herein by reference.

Item 9.01 FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

Number	Description
99.1	Press Release dated December 19, 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 19th day of December, 2005.

ORAGENICS, INC.  
(Registrant)

BY: /s/ Robert T. Zahradnik

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Robert T. Zahradnik  
President and Chief Executive Officer

FOR IMMEDIATE RELEASE

Oragenics Completes \$1.175 million Financing

ALACHUA, FL (December 19, 2005): Oragenics, Inc. (AMEX:ONI) announced today that it has completed its anticipated equity based financing with a group of accredited investors. The \$1,175,000 financing provides for the issuance of 2,937,500 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. As stated by Oragenics' CFO, Paul Hassie, "This financing will help us maintain our progress with the clinical program for our SMaRT replacement therapy technology and the preclinical work for 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 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. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Company has also announced the resignation of Mento A. Soponis from its Board of Directors and the election of George Hawes to Board of Directors. As stated by Oragenics' Chairman, David Gury, "We wish Chuck Soponis well in his new endeavors and appreciate his contributions, as a director and officer, to the development of our Company. We also look forward to working with George Hawes who is a seasoned veteran in business and international finance." Mr. Hawes currently serves as a director for Gentry Resources Ltd. and Midway Gold Corp., both Canadian based public companies, and Proginet Corp., a publicly traded computer software company.

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](http://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 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.

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Contact:

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[www.oragenics.com](http://www.oragenics.com)

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