

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORAGENICS, INC.

(Exact name of registrant as specified in its charter)

FLORIDA
(State or other jurisdiction of
incorporation or organization)

59-3410522
(I.R.S. Employer
Identification No.)

13700 Progress Blvd.,
Alachua, Florida 32615
(386) 418-4018

(Address, including zip code, and telephone number, including area code of registrant's principal executive offices)

AMENDED AND RESTATED 2002 STOCK OPTION AND INCENTIVE PLAN
(Full Title of the Plans)

David B. Hirsch
President and Chief Executive Officer.
13700 Progress Blvd.,
Alachua, Florida 32615
(386) 418-4018

(Name, Address and Telephone number of Agent for Service)

Copies to:

Darrell C. Smith, Esquire
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602
(813) 229-7600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated filer

Non-accelerated filer (do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED(1) | AMOUNT TO BE REGISTERED(2) | PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(3) | AMOUNT OF REGISTRATION FEE(3) |
|--|---------------------------------------|---|---|--|
| Common Stock \$0.001 Par Value | 7,500,000 shares | \$ 0.25 | \$ 1,875,000 | \$ 105.00 |

(1) The securities to be registered include options and awards to acquire common stock.

(2) This Registration Statement registers 7,500,000 shares of Company common stock for issuance pursuant to the Amended and Restated 2002 Stock Option and Incentive Plan (the "Plan"), in addition to the 1,000,000 shares of Company common stock registered under the Plan on Registration Statement on Form S-8 (reg. Nos. 333-150716 and 333-110646 respectively), for a total of 12,500,000 shares

issuable under the Plan. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers any additional number of shares as may be available under the Plans in the event of a stock dividend, stock split, recapitalization or other similar change to the Common Stock.

- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457. Pursuant to Rule 457(h)(1), the fee is calculated based on the average of the high and low closing price of the Company's shares on November 11, 2009, a date within 5 business days prior to the filing of this registration statement.
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REGISTRATION OF ADDITIONAL SECURITIES

EXPLANATORY NOTE

This Registration Statement on Form S-8 of Oragenics, Inc. (the “Company”) is being filed to register 7,500,000 additional shares of Company common stock for issuance under the Company’s Amended and Restated 2002 Stock Incentive Plan, (the “Plan”), pursuant to General Instruction E to Form S-8.

The Company’s option plan was originally approved by shareholders in 2002. The Company previously registered the original 1,000,000 shares of common stock for issuance under the Plan on Form S-8 (Registration No. 333-110646). The Company’s shareholders approved an amendment to add an additional 500,000 shares in 2004 and the shareholders approved an additional 1.5 million shares and the restatement of the original option plan in 2006 which encompassed other changes that had been approved by our Board. In addition, in 2008 an additional 2.0 million shares were added to the Plan and approved by our shareholders pursuant to a First Amendment to the Plan. These additional 4,000,000 shares that had been added to the Plan were registered on Form S-8 (Registration No. 333-150716). In 2009 an additional 7.5 million shares were added to the Plan and approved by our shareholders pursuant to a Second Amendment to the Plan. Accordingly, the shares being registered hereby consist of 7,500,000 additional shares of common stock approved by shareholders in 2009.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement, on Form S-8 (Nos. 333-110646 and 333-150716), previously filed on November 21, 2003 and July 5, 2008 , respectively are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statement are presented herein.

ITEM 8 EXHIBITS.

Exhibit

| Number | Exhibit Description |
|---------------|--|
| 4.1* | Oragenics, Inc. Amended and Restated 2002 Stock Option and Incentive Plan.(1) |
| 4.2* | First Amendment to the Amended and Restated 2002 Stock Option and Incentive Plan (2) |
| 4.3* | Second Amendment to the Amended and Restated 2002 Stock Option and Incentive Plan. (3) |
| 5.1 | Opinion of Shumaker, Loop & Kendrick, LLP, as to the legality of the securities being registered. |
| 23.1 | Consent of Independent Registered Public Accounting Firm, Kirkland, Russ, Murphy & Tapp, P.A. |
| 23.2 | Consent of Shumaker, Loop & Kendrick, LLP to the use of their opinion as an Exhibit to this Registration Statement is included in their opinion filed herewith as Exhibit 5.1. |
| 24.1 | Power of Attorney (included with the signature page to this Registration Statement). |

* Document has been previously filed with the Commission and is incorporated by reference.

(1) Filed as Exhibit 10.1 to 10QSB/A filed on September 29, 2006.

(2) Filed as Exhibit 4.2 to Form 8-K filed on April 14, 2008.

(3) Filed as Exhibit 4.3 to Form 8-K filed on October 29, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida this 13th day of November, 2009.

Oragenics, Inc.

By: /s/ David B. Hirsch

David B. Hirsch
President, Chief Executive Officer and
Principal Executive Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of Oragenics, Inc., hereby constitutes and appoints David B. Hirsch, and Jeffrey D. Hillman, each their true and lawful attorneys-in-fact and agents, for them and in their name, place and stead, in any and all capacities, to sign their names to any and all amendments to this Registration Statement on Form S-8, including post-effective amendments and other related documents, and to cause the same to be filed with the Securities and Exchange Commission, granting unto said attorneys, full power and authority to do and perform any act and thing necessary and proper to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present, and the undersigned for himself hereby ratifies and confirms all that said attorney shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this S-8 Registration Statement has been signed by the following persons (or by their duly authorized attorney-in-fact) in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|-------------------|
| <u>/s/ David B. Hirsch</u> David B. Hirsch | President, Chief Executive Officer and Director | November 13, 2009 |
| <u>/s/ Brian Bohunicky</u> Brian Bohunicky | Chief Financial Officer and Principal Accounting Officer | November 13, 2009 |
| <u>/s/ Jeffrey D. Hillman</u> Jeffrey D. Hillman | Chief Scientific Officer and Director | November 13, 2009 |
| <u>/s/ Christine L. Koski</u> Christine L. Koski | Chairman of the Board and Director | November 13, 2009 |
| <u>/s/ Robert C. Koski</u> Robert C. Koski | Director | November 13, 2009 |

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[SHUMAKER, LOOP & KENDRICK, LLP LETTERHEAD]

November 11, 2009

Oragenics, Inc.
13700 Research Drive
Alachua, Florida 32615

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have assisted Oragenics, Inc., a Florida corporation (the "Company") in connection with the preparation and filing of its Registration Statement on Form S-8 with the Securities and Exchange Commission pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), for the registration of an additional 7,500,000 shares of the common stock of the Company, par value \$.001 per share (the "Shares"), issuable under the Company's Amended and Restated 2002 Stock Incentive Plan, as amended (the "Plan").

In connection with the following opinion, we have examined and have relied upon such documents, records, certificates, statements and instruments as we have deemed necessary and appropriate to render the opinion herein set forth.

We assume that the appropriate action, if required, will be taken to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

Based upon the foregoing, it is our opinion that the Shares have been duly authorized for issuance and when issued, delivered and paid for in accordance with the terms and conditions of the Plan, the Shares will be legally issued, fully paid and nonassessable.

We are admitted to practice in the State of Florida. This opinion letter is limited to the laws of the State of Florida, and the federal laws of the United States of America as such laws presently exist and to the facts as they presently exist. We express no opinion with respect to the effect or applicability of the laws of any other jurisdiction. We assume no obligation to revise or supplement this opinion letter should the laws of such jurisdictions be changed after the date hereof by legislative action, judicial decision or otherwise.

The undersigned hereby consents to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 and to the use of its name in the Registration Statement. In giving such consent we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Shumaker, Loop & Kendrick, LLP
SHUMAKER, LOOP & KENDRICK, LLP

Consent of Independent Registered Public Accounting Firm

We have issued our report dated March 31, 2009, on the financial statements of Orogenics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2008, filed with the Securities and Exchange Commission, which are incorporated by reference in this Registration Statement (Form S-8 No. 333-_____). We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ Kirkland, Russ, Murphy & Tapp, P.A.
Certified Public Accountants
Clearwater, Florida
November 10, 2009
