

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-3 ON FORM S-1/A REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

### ORAGENICS, INC.

(Name of small business issuer in its charter)

Florida  
(State or Other Jurisdiction of  
Organization)

2836  
(Primary Standard Industrial Classification Code)

59-3410522  
(IRS Employer  
Identification #)

13700 Progress Boulevard  
Alachua, Florida 32615  
Tel: (386) 418-4018

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

(Address and telephone of registrant's executive office)

(Name, address and telephone number of agent for service)

#### *Copies of all communications and notices to:*

Mark A. Catchur, Esq.  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602  
Tel: (813) 229-7600  
Fax: (813) 229-1660

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the *Securities Act of 1933*, as amended (the "Securities Act") check the following box. ☐

If this Form is filed to register additional securities for an offering under Rule 462(b) of the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed under Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed under Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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. (Check one):

☐ Large accelerated filer

☐ Accelerated filer

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

☒ Smaller reporting  
company

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**EXPLANATORY NOTE**  
**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-3 (File No. 333-146066) of Orogenics, Inc. (the "Company"), which was originally filed with the Securities and Exchange Commission (the "Commission") on September 14, 2007 (the "Registration Statement").

The Company's obligation to file and maintain the Registration Statement initially arose pursuant to a private placement of common stock and registration rights agreement dated August 7, 2007 by and between the Company and certain accredited investors.

Because the unsold shares held by selling shareholders are able to be resold pursuant to Rule 144 of the Securities Act of 1933 (the "Securities Act"), the Company is no longer obligated to maintain the effectiveness of this Registration Statement and it is no longer necessary to maintain the Registration Statement. The Company therefore desires that the Registration Statement be amended to remove all shares, previously registered thereby, that have not been sold pursuant to the Registration Statement. Of the 9,200,000 shares originally registered, 1,150,000 were sold pursuant to the prospectus included in the Registration Statement and an aggregate of 8,050,000 have not been sold in reliance upon the Registration Statement and are the subject of this deregistration request.

As a result of the foregoing, and pursuant to the Company's undertaking in Item 17 of Part II of this Registration Statement, the Company requests and hereby applies for an order from the staff of the Commission granting the deregistration with respect to the unsold portion of securities registered in the Registration Statement in accordance with the Securities Act.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Alachua, Florida, on April 9, 2010.

### Orogenics, Inc.

By: /s/David B. Hirsch

Name: David B. Hirsch

Title: President and Chief Executive Officer,  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ David B. Hirsch</u> David B. Hirsch	President, Chief Executive Officer and Director	April 9, 2010
<u>/s/ Brian Bohunicky</u> Brian Bohunicky	Chief Financial Officer and Principal Accounting Officer	April 9, 2010
<u>/s/ Jeffrey D. Hillman</u> Jeffrey D. Hillman	Chief Scientific Officer and Director	April 9, 2010
<u>/s/ Christine L. Koski</u> Christine L. Koski	Chairman of the Board and Director	April 9, 2010
<u>/s/ Robert C. Koski</u> Robert C. Koski	Director	April 9, 2010

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