

FORM D
Notice of Exempt Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0001174940

Previous Name(s)

☐ None

Oragen, Inc.

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other

Name of Issuer

ORAGENICS INC

Jurisdiction of
Incorporation/Organization

FLORIDA

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years
(Specify Year)

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

ORAGENICS INC

Street Address 1

13700 Progress Blvd.

Street Address 2

City

Alachua

State/Province/Country

FL

ZIP/Postal Code

32615

Phone No. of Issuer

386-418-4018

3. Related Persons

Last Name

Hirsch

First Name

David

Middle Name

Brian

Street Address 1

3000 Bayport Drive

Street Address 2

Suite 685

City

Tampa

State/Province/Country

FL

ZIP/Postal Code

33607

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

Bohunicky

First Name

Brian

Middle Name

Street Address 1

13700 Progress Blvd.

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Alachua	FL	32615
---------	----	-------

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	---	-----------------------------------	-----------------------------------

Clarification of Response (if Necessary)

--

Last Name First Name Middle Name

Hillman	Jeffrey	
---------	---------	--

Street Address 1

Street Address 2

13700 Progress Blvd.

--

City State/Province/Country ZIP/Postal Code

Alachua	FL	32615
---------	----	-------

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	---	--	-----------------------------------

Clarification of Response (if Necessary)

--

Last Name First Name Middle Name

Koski	Christine	
-------	-----------	--

Street Address 1

Street Address 2

1500 West University Parkway

--

City State/Province/Country ZIP/Postal Code

Sarasota	FL	34243
----------	----	-------

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

--

Last Name First Name Middle Name

Koski	Robert	
-------	--------	--

Street Address 1

Street Address 2

1500 West University Parkway

--

City State/Province/Country ZIP/Postal Code

Sarasota	FL	34243
----------	----	-------

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

--

4. Industry Group

☐ Agriculture

Banking & Financial Services

Health Care

☒ Biotechnology

☐ Health Insurance

☐ Retailing

☐ Restaurants

☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund

☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care

☐ Technology
☐ Computers
☐ Telecommunications
☐ Other Technology

☐ Other Banking & Financial Services

☐ Business Services

☐ Energy
☐ Coal Mining
☐ Electric Utilities
☐ Energy Conservation
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

☐ Manufacturing

☐ Real Estate
☐ Commercial
☐ Construction
☐ REITS & Finance
☐ Residential
☐ Other Real Estate

☐ Travel
☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

☐ No Revenues
☒ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

Aggregate Net Asset Value Range

☐ No Aggregate Net Asset Value
☐ \$1 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$50,000,000
☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/> Securities Act Section 4(a)(5)	
		<input type="checkbox"/> Investment Company Act Section 3(c)	

7. Type of Filing

☒ New Notice

Date of First Sale

2009-12-30

☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year?

☐ Yes
☒ No

9. Type(s) of Securities Offered (select all that apply)

- ☐ Pooled Investment Fund Interests
 ☒ Equity
- ☐ Tenant-in-Common Securities
 ☐ Debt
- ☐ Mineral Property Securities
 ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
 ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite
 Total Amount Sold \$ USD
 Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

Excludes \$1,000,000 in offering of common stock in exchange for \$1,000,000 outstanding secured debt which was condition of transaction.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number

of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD ☐ Estimate

Clarification of Response (if Necessary)

While no proceeds were paid, we did issue shares to satisfy \$54,062.50 owed to Chief Scientific Officer Jeff Hillman and \$1.0M secured debt owed to the Koski FLP.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking **SUBMIT** below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ORAGENICS INC	/s/ David Hirsch	David Hirsch	President and Chief Executive Officer	2010-01-13

