# 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

> July 5, 2006 Date of Report (Date of earliest event reported)



(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation) 000-50614 (Commission File Number) 59-3410522 (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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

D Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

On July 5, 2006, Oragenics, Inc. (the "Company") announced that 1,046,606 warrants to purchase common stock previously issued by the Company were exercised by four warrant holders, including Company Director George Hawes, resulting in aggregate proceeds to the Company of \$600,000. As previously reported by the Company on Form 8-K, the private placement offering and sale of the warrants was made in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933.

A copy of the July 5, 2006 press release announcing the exercise of the warrants is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

#### Item 8.01 OTHER EVENTS.

On July 5, 2006, the Company issued a press release announcing the exercise of warrants, its financial position as a result of the receipt of aggregate proceeds of \$600,000 in connection with the exercise and its current burn rate. A copy of the press release is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

## Item 9.01 FINANCIAL INFORMATION AND EXHIBITS

### (d) Exhibits.

NumberDescription99.1Press Release dated July 5, 2006

## SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

July 6, 2006

ORAGENICS, INC. (Registrant)

BY: /s/ Robert T. Zahradnik

Robert T. Zahradnik President and Chief Executive Officer

# **Oragenics Receives \$600,000 from Exercised Warrants**

## FOR IMMEDIATE RELEASE

ALACHUA, FL (July 5, 2006) – Oragenics, Inc. (AMEX:ONI), a biotechnology development company, today announced that four parties who had been involved in recent equity-based financing rounds, including one member of the company's Board of Directors, have exercised stock warrants that, collectively, have brought approximately \$600,000 into the company. With this additional financing, the company ended the quarter with more cash than it had at the end of Q1 2006, and now has sufficient funding for the majority of 2006. Oragenics' current burn rate is about \$150,000 per month.

Dr. Robert Zahradnik, Oragenics' President and CEO, stated, "We appreciate the confidence and support expressed by our previous investors in the progress and direction of the company's core technologies. This additional financing will help us maintain our progress with the clinical programs for SMaRT Replacement Therapy<sup>TM</sup> and Probiora<sup>3TM</sup> oral care technologies and for the preclinical studies for our MU1140<sup>TM</sup>, a novel antibiotic product." With the exercise of these warrants, approximately 3.5 million warrants from the recent financing rounds remain unexercised, representing potential proceeds to Oragenics of about \$2.1 million.

### **About Oragenics**

Oragenics, Inc. is a biopharmaceutical company with a pipeline of proprietary technologies. The Company has a number of products in discovery, preclinical and clinical development, with a concentration in two main therapeutic areas: infectious disease and oncology. Oragenics' core pipeline includes products for use in the treatment of dental and periodontal infectious diseases, systemic bacterial infections and obesity. In the discovery stage are three platform technologies for identifying biomarkers of infection, cancer and autoimmune diseases and for the solid state synthesis of bioactive peptides including small molecule antibiotics.

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.

#### Contact:

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