
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSIONS**

FORM 8-K

**Current Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

May 3, 2007

Date of Report (Date of earliest event reported)

ORAGENICS, INC.

(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.)

13700 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))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.

Orogenics, Inc. (the "Company") Common Stock is quoted on the American Stock Exchange (the "AMEX") under the symbol "ONI." In order for the Company's Common Stock to continue to be quoted on the AMEX, the Company must satisfy various continued listing standards as set forth in Part 10 of the AMEX Company Guide (the "AMEX Guide").

On May 7, 2007, the Company notified AMEX that as a result of the resignation of its independent director, Mr. Hawes, from the Company's Board of Directors, it was aware that it was no longer in compliance with certain of the AMEX's continued listing standards. Specifically, the Company is not in compliance with Sections 802, 803 and 121B(2)(c) of the AMEX Guide regarding having at least fifty percent of its Board be comprised of independent directors and maintaining an Audit Committee of at least two independent directors.

On May 3, 2007 the Company received a Warning Letter from AMEX regarding the aforementioned noncompliance. The Warning Letter provided the Company until August 2, 2007 to regain compliance.

On May 7, 2007, pursuant to Section 402 and 1009(j) of the AMEX Guide, the Company issued a press release reporting its receipt of the Warning Letter from AMEX and indicating its intention to begin a search for a new independent director to serve on the Board of Directors as soon as practicable. A copy of the press release is attached hereto as Exhibit 99.1.

There can be no assurance the Company will be able to locate and appoint an independent director candidate to replace Mr. Hawes. If the Company does not regain compliance with the AMEX listing standards, the Company will be subject to delisting proceedings.

Item 9.01 Financial Information and Exhibits.**(d) Exhibits.**

<u>Number</u>	<u>Description</u>
99.1	Press Release dated May 7, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

May 7, 2007

ORAGENICS, INC.
(Registrant)

BY: /s/Robert T. Zahradnik
Robert T. Zahradnik
President and Chief Executive Officer

ORAGENICS, INC. RECEIVES NONCOMPLIANCE WARNING LETTER FROM AMERICAN STOCK EXCHANGE FOR IMMEDIATE RELEASE

ALACHUA, FL (May 7, 2007)—Oragenics, Inc. (AMEX: “ONI”) today reported it received a warning letter from the American Stock Exchange (AMEX) advising the Company that it does not meet certain of the continued listing standards as set forth in the AMEX Company Guide. Specifically, the Company is not in compliance with Sections 121(B)(2)(c), 802(a) and 803 of the AMEX Company Guide (the “Company Guide”) which require that a Small Business Issuer (as defined in SEC Regulation S-B), such as the Company, must maintain a board of directors comprised of at least 50% independent directors, and an audit committee of at least two members, comprised solely of independent directors who also meet the requirements of Rule 10A-3 under the Securities Exchange Act of 1934. As a result of the recently announced resignation of Mr. George Hawes from our Board of Directors, the Company’s Board of Directors is not comprised of at least 50% independent directors and our Audit Committee is not comprised of two independent members.

In its letter, AMEX provided the Company until August 2, 2007 to regain compliance with the AMEX requirements. As previously announced the Company expects to initiate a search for a suitable candidate to fill the vacancy on its Board of Directors within the time period and regain compliance with the applicable listing standards.

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, pl for identifying biomarkers of infection, cancer and autoimmune diseases and for the solid state synthesis of bioactive peptides including small molecule

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 our ability to fund our future operations and successfully develop and commercialize products using the iViGene proprietary technologies and those set forth in our most recently filed annual report on Form 10-KSB 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:

Oragenics, Inc.

Robert T. Zahradnik, 386-418-4018 X222

www.oragenics.com