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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report: January 11, 2008**  
(Date of earliest event reported)

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**Oragenics, Inc**

(Exact name of registrant as specified in its charter)

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**FL**  
(State or other jurisdiction  
of incorporation)

**001-32188**  
(Commission File Number)

**59-3410522**  
(IRS Employer  
Identification Number)

**13700 Progress Blvd**  
(Address of principal executive offices)

**32615**  
(Zip Code)

**386-418-4018 x232**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if changed since last report)

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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 1.01 Entry into a Material Definitive Agreement.**

On January 11, 2008 our Board of Directors approved an amendment to the outstanding warrants that were originally issued in connection with the Company's private placement on March 6, 2006. The warrants expire on February 8, 2008 and the Board of Directors determined it would be in the best interest of the Company to amend the exercise price of the outstanding warrants prior to expiration by adjusting the exercise price from \$0.60 to \$0.44, which was the closing price on the American Stock Exchange of the Company's common stock on January 11, 2008, the date the board of directors approved the amendment. The reduction in the exercise was made in an effort by the Company to increase the likelihood that the warrants would be exercised by the holders of the warrants and thereby provide the Company with needed capital. All other terms and conditions shall remain the same.

Because our Chairman David Gury, Director Jeffrey Hillman and our former CEO and former Director Robert Zahradnik each participated in the private placement and therefore are holders of the warrants, our independent disinterested directors also separately approved the amendment to the warrants.

There can be no assurances that the reduction in the warrant exercise price will result in any exercise of the warrants at the revised exercise price.

**Item 9.01 Financial Information and Exhibits**

(c) Exhibits.

<u>Number</u>	<u>Description</u>
4.1	Specimen Warrant Certificate*
4.2	Form of Amendment No. 1 to Warrant Certificate

\* Incorporated by reference to Exhibit 4.3 to Form 8-K filed on March 10, 2006.

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**SIGNATURE**

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.

Dated: January 17, 2008

**ORAGENICS, INC**

By: /s/ Ronald P. Evens

Ronald P. Evens

*President and Chief Executive Officer*

THE SECURITIES EVIDENCED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT, AS AMENDED, OR ANY OTHER APPLICABLE SECURITIES LAWS AND HAVE BEEN ISSUED IN RELIANCE UPON AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH OTHER SECURITIES LAWS. NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE SOLD, ASSIGNED, TRANSFERRED, PLEDGED, ENCUMBERED, OR OTHERWISE DISPOSED OF, EXCEPT PURSUANT TO

AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR AN OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED PURSUANT TO A VALID EXEMPTION THEREFROM UNDER THE SECURITIES ACT.

Warrant No. **0306**

**AMENDMENT NO. 1 TO  
WARRANT TO PURCHASE SHARES OF COMMON STOCK OF  
ORAGENICS, INC.**

THIS CERTIFIES that, the original warrant dated March 6, 2006 issued to Canaccord Capital Corporation ITF Richard Hendricks and/or Colleen Ostlund, is hereby amended by Oragenics, Inc. a Florida Corporation (the "Corporation") as follows:

Paragraph 1 is amended to change the exercise price from \$0.60 to \$0.44. The form of Notice of Exercise is further amended and restated to reflect this amendment.

All other terms and conditions shall remain the same.

IN WITNESS WHEREOF, the Corporation has caused this Amendment No. 1 to the Warrant to be executed by its duly authorized officers under its seal, this 11<sup>th</sup> day of January, 2008.

ORAGENICS, INC.

By: /s/ Ronald P. Evens

Name: Ronald P. Evens

Title: CEO and President

**NOTICE OF EXERCISE**

**TO: ORAGENICS, INC.**

The undersigned is the Holder of Warrant No. 0306 as amended by amendment No. 1 (the "Warrant") issued by Oragenics, Inc., a Florida Corporation (the "Company"). Capitalized terms used herein and not otherwise defined have the respective meanings set forth in the Warrant.

The Warrant is currently exercisable to purchase a total of \_\_\_\_\_ Warrant Shares.

The undersigned hereby exercises its right to purchase \_\_\_\_\_ Warrant Shares pursuant to the Warrant and delivers herewith the original Warrant certificate in accordance with the terms of the Warrant and tenders herewith payment of the exercise price in full, together with all applicable transfer taxes, if any.

Payment shall take the form of (check applicable box):

in lawful money of the United States; or

the cancellation of such number of Warrant Shares as is necessary, in accordance with the formula set forth in Section 2(c) of the Warrant, to exercise this Warrant with respect to the maximum number of Warrant Shares purchasable pursuant to the cashless exercise procedure set forth in Section 2(c) of the Warrant.

The undersigned hereby requests that the Company issue a certificate or certificates representing said Warrant Shares in the name of the undersigned or in such other name as is specified below:

The Warrant Shares shall be delivered to the following:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Accredited Investor. The undersigned is an "accredited investor" as defined in Regulation D promulgated under the Securities Act of 1933, as amended.

Name of Holder: \_\_\_\_\_

Signature of Authorized Signatory of \_\_\_\_\_

Holder: \_\_\_\_\_

Name of Authorized Signatory: \_\_\_\_\_

Title of Authorized Signatory: \_\_\_\_\_

Telephone Number and E-Mail Address of Authorized \_\_\_\_\_

Signatory: \_\_\_\_\_

Date: \_\_\_\_\_

(Signature must conform in all respect to the name of Holder as specified on the face of the Warrant.)

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**ASSIGNMENT FORM**

(TO ASSIGN THE FOREGOING WARRANT, EXECUTE THIS FORM AND SUPPLY REQUIRED INFORMATION. DO NOT USE THIS FORM TO EXERCISE THE WARRANT.)

FOR VALUE RECEIVED, the foregoing Warrant and all rights evidenced thereby are hereby sold, assigned and transferred to \_\_\_\_\_ whose address is \_\_\_\_\_ and \_\_\_\_\_ is hereby appointed attorney to transfer said rights on the books of Oragenics, Inc., with full power of substitution in the premises.

Dated: \_\_\_\_\_

Holder's  
Signature: \_\_\_\_\_

Holder's Address: \_\_\_\_\_

Signature Guaranteed: \_\_\_\_\_

NOTE: The signature to this Assignment Form must correspond with the name as it appears on the face of the Warrant, without alteration or enlargement or any change whatsoever, and must be guaranteed by a bank or trust company. Officers of corporations and those acting in a fiduciary or other representative capacity should file proper evidence of authority to assign the foregoing Warrant.