

**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 31, 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)

**000-32188**  
(Commission File Number)

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

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

**32615**  
(Zip Code)

**386-418-4018**  
(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 16, 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 August 7, 2007. The warrants expire on August 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 \$0.58.

After discussion with the American Stock Exchange (AMEX) concerning the issue of compensation resulting from a possible discount to an insider, the disinterested members of the Board resolved on January 28, 2008 to revoke the previous approved resolution dated January 16, 2008, and approve a new resolution that amends the warrant price from the \$0.58 to \$0.44, which was the closing price on the American Stock Exchange of the Company's common stock on the originally date of issue, August 7, 2007. This amended warrant price is only effective between the dates of January 28, 2008 through February 29, 2008, 5:00 PM EST. After this period, the warrant price will return to the original issue price of \$0.58. 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 CEO and President Ronald Evens participated in the private placement and therefore is a holder of the warrants, our 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
99.1	Press Release of Oragenics, Inc. dated January 29, 2008

\* 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 29, 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. **0701-**

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

THIS CERTIFIES that, the original warrant dated August 7, 2007 issued to \_\_\_\_\_, is hereby amended by Oragenics, Inc. a Florida Corporation (the "Corporation") as follows:

Paragraph 1 is amended to change the exercise price from \$0.58 to \$0.44. The form of Notice of Exercise is further amended and restated to reflect this amendment. This amended warrant price is only applicable from January 28, 2008 through February 29, 2008, 5:00 PM, EST. After this time, the warrant price will revert to the original issue price of \$0.58.

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 28<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. 0701- as amended by amendment No. 1 (the "Warrant") issued by Orogenics, 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.

**Orogenics Announces Issuing of Amended Warrants**

**Alachua, FL (January 29, 2008)** – Orogenics, Inc. (AMEX:ONI), a biotechnology development company, announced today a financing opportunity for its existing August 2007 warrant holders.

The Board of Directors approved the reduction of the exercise price for the existing August 7, 2007 warrant holders. The exercise price was \$0.58 and was amended to closing AMEX stock price of Orogenics on the date of the original issue, August 7, 2007. This special reduction is only available to the warrant holders from January 28, 2008 through February 29, 2008, 5:00 PM, EST. After this date, these warrants will only be able at their original issue price of \$0.58.

These funds raised from this warrants will assist us in moving our technologies forward (Lantibiotics , MU1140<sup>TM</sup> , DPOLT<sup>TM</sup> , IVIAT<sup>TM</sup> , and CMAT<sup>TM</sup> ) , and to allow us to move ahead with our license activities with Probiora3<sup>TM</sup> , LPT3-04<sup>TM</sup> , and SMaRT Replacement Therapy<sup>TM</sup> , as well as be used for general corporate purposes.

Ron Evens, our CEO reports, “We are aggressively working to raising the necessary capital to continuing our research and development of our technologies and to re-position the company so we can optimize our efforts and add value to our shareholders.” This action of the Board is intended to supplement needed working capital for the Company to ensure a successful and beneficial future of all of the Orogenics and their shareholders.

**About Orogenics:** Orogenics, 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. Our core pipeline includes products for use in the treatment of dental and periodontal infectious diseases, systemic bacterial infections, and weight loss. 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 Orogenics' 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:**

Orogenics, Inc.  
Ronald P. Evens, 386-418-4018 X222  
[www.orogenics.com](http://www.orogenics.com)