

**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: May 14, 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)

**001-38122**  
(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 3.01 NOTICE OF DELISTING OR FAILURE TO SATISFY A CONTINUED LISTING RULE OR STANDARD**

The Common Stock, par value \$.001 per share of Oragenics, Inc. (ONI BioPharma Inc.) (the "Company") is listed on the American Stock Exchange ("AMEX") under the symbol "ONI." In order for the Company's Common Stock to continue to be listed on AMEX, the Company must satisfy various continued listing standards as set forth in Part 10 of the AMEX Company Guide (the "Company Guide").

On May 14, 2008, the Company received a notice from AMEX that a review of the Company's Form 10-KSB for the year ended December 31, 2007 and Form 10-Q for the period ended March 31, 2008 indicated that it did not meet certain of AMEX's additional continued listing standards. Specifically, the Company is not in compliance with Section 1003(a)(ii) of the Company Guide because its shareholders' equity is less than the required \$4,000,000 and because it has losses from continuing operations and net losses in three of its four most recent fiscal years.

The Company provided a plan of compliance and supporting documentation, dated May 24, 2007, (the "Plan") to AMEX with respect to its previously announced noncompliance with Section 1003(a)(i) of the Company Guide and such Plan was subsequently approved by AMEX. AMEX granted an extension to the Company until October 27, 2008 to regain compliance. The Company intends to submit a supplement to its Plan to address the non-conformity with Section 1003(a)(ii) (the "Revised Plan"). This Revised Plan must be submitted to AMEX no later than June 13, 2008. The Company expects to submit its Revised Plan by June 13, 2008. Upon receipt of the Revised Plan, AMEX will evaluate the Revised Plan and make a determination as to whether the Revised Plan reasonably demonstrates the Company's ability to regain compliance with the continued listing standards. If the Revised Plan is accepted, the Company may be able to continue its listing during the specified timeframes, but the continued listing of the Common Stock will be subject to periodic review to determine whether the Company is making progress consistent with the Revised Plan.

There can be no assurance AMEX will accept the Company's Revised Plan for continued listing. If the Revised Plan is not accepted or the Company is not otherwise in compliance with all of AMEX's continued listing standards by October 27, 2008, the Company may be subject to delisting proceedings.

A copy of the Company's press release regarding receipt of the notice is attached hereto as Exhibit 99.1 and incorporated by reference.

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**Item 9.01 FINANCIAL INFORMATION AND EXHIBITS****(c) Exhibits.**

<u>Number</u>	<u>Description</u>
99.1	Press Release dated May 16,2008

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**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 16<sup>th</sup> day of May, 2008.

**ORAGENICS, INC.**  
**(Registrant)**

BY: /s/ Stanley Stein

Stanley Stein  
President and Chief Executive Officer

**Oragenics, Inc. (ONI BioPharma Inc.) Receives Notification Letter from American Stock Exchange****FOR IMMEDIATE RELEASE**

**ALACHUA, FL (May 16, 2008)**—Oragenics, Inc. (d/b/a ONI BioPharma Inc.) (AMEX: “ONI”) today reported it had received notice from the American Stock Exchange (“AMEX”) advising the Company that it does not meet certain of the listing standards as set forth in part 10 of the AMEX Company Guide.

The biopharmaceutical development company has previously disclosed in its Securities and Exchange Commission filings that it has been out of compliance with certain AMEX listing requirements. In a letter to the Company, AMEX stated that the Company was not in compliance with Section 1003(a)(ii) of the AMEX Company Guide because the Company had stockholders’ equity of less than \$4,000,000, losses from continuing operations and net losses in three of its four most recent fiscal years. AMEX also noted that the Company had received an unqualified audit report for the year ended December 31, 2007 that contained an explanatory paragraph as to the Company’s ability to continue as a going concern. As a listed biopharmaceutical development company, its revenues are limited until its products are commercialized, a time-consuming process that requires extensive research and development expenditures as well as selected clinical trials that are mandated by various regulatory requirements both in the U.S. and globally.

In various previous SEC filings, the Company disclosed and continues to make disclosures that it has submitted a plan of compliance, dated May 24, 2007, to AMEX with respect to its noncompliance with Section 1003(a)(i) of the AMEX Company Guide and such Plan was subsequently approved by AMEX. AMEX granted an extension to the Company until October 27, 2008 to regain compliance with Section 1003(a)(i). The Company intends to submit a supplement to this plan to AMEX within the 30 days permitted by AMEX that will outline Oragenics’ strategy to bring itself into compliance with Sections 1003(a)(i) and (ii) by the October 27, 2008 deadline. If the Company’s plan to regain compliance is accepted by the AMEX, it is anticipated that the Company will be able to continue its listing for the remainder of the extension period, during which time it will be subject to periodic review to determine progress consistent with the plan.

“Management is taking all reasonable steps as expeditiously as possible to commercialize our products. Furthermore, we are vigorously pursuing financing arrangements to bolster the financial strength of our Company, so that can gain full compliance with AMEX regulations,” said Rick Welch, Chairman of Oragenics. Mr. Welch continued, “With the recent appointment of our four new directors who bring a very significant depth of biotechnology, pharmaceutical and clinical experience to our Company, we are confident that we will be able to increase the visibility of our deep pipeline of potential products, in order to accelerate the commercialization of our products, each of which is targeted to very large market opportunities. We believe that all of our potential products are based on remarkable and extraordinary science.”

With the Company’s recent appointment of Stanley B. Stein as President and CEO, Oragenics intends to leverage his extensive healthcare background, which includes work in biotechnology, pharmaceuticals and healthcare services. Mr. Stein’s investment banking experience spans over 25 years. He is guiding the Company to take advantage of various strategic, financial and business opportunities now available to it with the goals of sustaining anticipated operations and maximizing shareholder value. Additional information regarding Oragenics’ operations, growth plan, and liquidity and capital resources is set forth in the Company’s annual report on Form 10-KSB which was filed on March 18, 2008 and its Form 10-Q which was filed on May 7, 2008.

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## About Orogenics

Orogenics, Inc. (ONI BioPharma Inc.) is a biopharmaceutical company with a pipeline of unique proprietary technologies. The Company has a number of products in discovery, preclinical and clinical development, with a concentration in the main therapeutic area of infectious diseases. Our core pipeline includes products and supporting platform technologies for use in the treatment and diagnosis of human infections.

*Safe Harbor Statement: Under the Private Securities Litigation Reform Act of 1995: This release includes forward-looking statements that reflect Orogenics Inc.'s (ONI BioPharma Inc.) 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-Q, 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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