

**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.**

**Date of Report: September 24, 2010
(Date of earliest event reported)**

Oragenics, Inc

(Exact name of registrant as specified in its charter)

FL
(State or other jurisdiction
of incorporation)

001-32188
(Commission
File Number)

59-3410522
(IRS Employer
Identification Number)

**3000 Bayport Drive, Suite 685
Tampa, FL**
(Address of principal executive offices)

33607
(Zip Code)

813-286-7900
(Registrant's telephone number, including area code)

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

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))

Item 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

Please see the disclosure set forth under Item 5.03 below regarding amendment to the Company's Amended and Restated Articles of Incorporation, which is incorporated by reference into this Item 3.03.

Item 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On August 25, 2010 the Company held its Annual meeting of Shareholders (the "Meeting"), at which time the shareholders authorized the Board of Directors to amend our Amended and Restated Articles of Incorporation (the "Amendment") to effect a reverse stock split of our common stock in a ratio between 1:2 and 1:20, without further approval of our shareholders, upon a determination by our Board of Directors that such a reverse stock split is in the best interests of our Company and our shareholders.

Our Board of Directors subsequently approved the filing of the Amendment with the Secretary of State of Florida to effect a 1:20 reverse stock split (the "Stock Split") of its outstanding and authorized shares of common stock effective September 24, 2010. A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference. In connection with the Stock Split, the Board of Directors also resolved that upon surrender to our exchange agent of certificates representing such shares, a cash payment in lieu thereof equal to the fraction to which the shareholder would otherwise be entitled multiplied by the closing price of our common stock, as such price is reported on the Over the Counter Bulletin Board on the last trading day prior to the effective date of the reverse stock split.

On September 27, 2010, the Company issued a press release announcing the effectiveness of the stock split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

<u>Number</u>	<u>Description</u>
3.1	Articles of Amendment to Amended and Restated Articles of Incorporation
99.1	Press Release dated September 27, 2010

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 27th day of September, 2010.

ORAGENICS, INC.
(Registrant)

BY: /s/ David B. Hirsch

David B. Hirsch
President and Chief Executive Officer

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
ORAGENICS, INC.**

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
ORAGENICS, INC.**

(Document Number P96000091949)

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by that certain amendment filed October 28, 2009, are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on June 23, 2010 and recommended that this amendment be adopted by the Corporation's shareholders. This amendment was adopted by the shareholders on August 25, 2010 and the number of votes cast for the amendment by the shareholders was sufficient for approval. This amendment shall become effective on September 24, 2010 at 5:00 p.m. (the "Effective Time").

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"Capital Stock: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 35,000,000 shares, consisting of (i) 15,000,000 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 20,000,000 shares of preferred stock, no par value ("Preferred Stock").

At the Effective Time, each twenty (20) shares of the Corporation's common stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") (including the number of shares of common stock issuable upon exercise or conversion of all issued and outstanding, options, warrants and convertible securities of every kind, including all options, shares outstanding and authorized for issuance under the Corporation's Amended and Restated 2002 Stock Incentive Plan, (as amended), will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) share of common stock, par value \$0.001 per share (the "New Common Stock") (and such combination and conversion, the "Reverse Stock Split"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the Reverse Stock Split and the Corporation shall not recognize on its stock record books any purported transfer of any fractional share of New Common Stock. In lieu thereof, the Corporation shall make a cash payment equal to the Market Value (as subsequently defined herein) of such fractional share of Common Stock to holders thereof who would otherwise be entitled to receive fractional shares, except for the provisions hereof, upon surrender of certificates representing those shares to the Corporation's transfer agent. The ownership of such fractional interests shall not entitle the holder thereof to any voting, dividend or other right, except the right to receive payment therefor as described above. For the purposes hereof, "Market Value" of shares of Common Stock shall mean an amount per share equal to the closing price of the Common Stock on the business day immediately preceding the Effective Time as reported by the OTC Bulletin Board (or another exchange on which the Common Stock is then listed). Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole

shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional share interests of New Common Stock as set forth above), provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, as well as any cash in lieu of fractional share interests of New Common Stock to which such holder may be entitled as set forth above.”

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 21st of September, 2010.

/s/ David Hirsch

David Hirsch, President



Oragenics, Inc. Announces Reverse Stock Split

For Immediate Release

Tampa, FL (September 27, 2010) **Oragenics, Inc.**, (OTCBB: ORNI www.oragenics.com) today announced that its board of directors has approved a 1-for-20 reverse stock split and that the Financial Industry Regulatory Authority ("FINRA") has cleared the reverse stock split to become effective with the opening of trading on Tuesday, September 28, 2010 (the "effective time"). The company's common shares will continue to trade on the OTC Bulletin Board and will begin trading on a split-adjusted basis at the opening of trading on Tuesday, September 28, 2010.

At Oragenics' annual general meeting of shareholders held on August 25, 2010, shareholders voted to approve a proposal authorizing the board of directors of the company to effect a reverse stock split of the company's authorized and outstanding common shares at a ratio within a range of 1-for-2 and 1-for-20, as determined by the board in its sole discretion. As authorized, the board of directors has elected to effect a reverse stock split at a ratio of 1-for-20 and the amendment to its articles of incorporation approved by shareholders has been filed reflecting the reverse stock split of 1-for-20 effective September 24, 2010.

"We appreciate the support of our shareholders in granting our board the authority to effect a reverse stock split and we believe this action better positions us towards our goal of obtaining a NASDAQ listing for the reasons stated in the Oragenics' proxy statement filed on July 21, 2010," commented the company's President and Chief Executive Officer, David Hirsch.

Details of the Reverse Stock Split

At the effective time of the reverse stock split, every twenty (20) of Oragenics' pre-split common shares, par value \$0.001 per share, will automatically be consolidated into one (1) post-split common share, par value \$0.001 per share and the number of authorized and outstanding shares of the company's common stock will be proportionally reduced. As a result of the reverse stock split, the number of outstanding common shares will be approximately 5,663,157, excluding outstanding and unexercised share options and warrants and subject to adjustment for fractional shares, and the number of authorized shares of common stock will be 15,000,000. The reverse stock split will not affect any shareholder's ownership percentage of Oragenics' common shares, except to the limited extent that the reverse stock split would result in any shareholder owning a fractional share. Fractional shares resulting from the reverse stock split will be cancelled and a cash payment will be made in lieu of the fractional share.

It is expected that at the effective time Oragenics' trading symbol "ORNI," will have a "D" appended to it to indicate the completion of the reverse stock split and that after a 20 trading-day period following effectiveness of the reverse stock split, the ticker symbol will revert back to "ORNI." In addition, the common shares will also trade under a new CUSIP number effective Tuesday, September 28, 2010.

All records of Oragenics' transfer agent, Continental Stock Transfer & Trust Co., will be updated to reflect the change. At the effective time, Continental Stock Transfer & Trust Co. will provide instructions to shareholders relating to the issuance of book-entry evidence of ownership giving effect to the reverse stock split and to the issuance of new stock certificates. Shares held as part of the DRS System will be automatically adjusted on the same basis.

Additional information can be found in Oragenics' definitive proxy statement filed with the Securities and Exchange Commission on July 21, 2010.

About Oragenics, Inc.

Oragenics is a biopharmaceutical company focused primarily on oral health products and novel antibiotics. Within oral health, Oragenics is developing its pharmaceutical product candidate, SMaRT Replacement Therapy, and also commercializing its oral probiotic product, ProBiora3. Within antibiotics, Oragenics is developing a pharmaceutical candidate, MU1140-S and intends to use its patented, novel organic chemistry platform to create additional antibiotics for therapeutic use.

Safe Harbor Statement: *Under the Private Securities Litigation Reform Act of 1995: This release includes forward-looking statements that reflect the Company's 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-K and quarterly report on Form 10-Q, and other factors detailed from time to time in filings with the U.S. Securities and Exchange Commission. We expressly disclaim any responsibility to update forward-looking statements.*

MEDIA CONTACT: For more information about the company, visit www.oragenics.com or contact David B. Hirsch at (813) 286-7900.