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

**FORM S-1
REGISTRATION STATEMENT**

*UNDER
THE SECURITIES ACT OF 1933*

ORAGENICS, INC.
(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

59-3410522
(I.R.S. Employer
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Alan Joslyn
Chief Executive Officer and President
Oragenics, Inc.
4902 Eisenhower Boulevard, Suite 125
Tampa, Florida 33634
(813) 286-7900

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Mark A. Catchur, Esq.
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602
Telephone: (813) 229-7600
Facsimile: (813) 229-1660

Michael F. Nertney
Ellenoff Grossman & Schole, LLP
1345 Avenue of the Americas
New York, NY 10105
Tel: (212) 370-1300
Fax: (212) 370-7889

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-224950

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

<u>Title of securities to be registered</u>	<u>Proposed maximum aggregate offering price⁽¹⁾</u> <u>(2)</u>	<u>Amount of Registration Fee⁽²⁾</u>
Class A Units consisting of:	—	—
(i) shares of Common Stock, par value \$0.001 per share		
(ii) Warrants to purchase Common Stock		
Class B Units consisting of:	—	—
(i) Series D Convertible Preferred Stock		
(ii) Common Stock issuable on conversion of Series D Convertible Preferred Stock ⁽³⁾		
(iii) Warrants to purchase Common Stock		
Common Stock issuable on exercise of Warrants ⁽³⁾	—	—
Total	\$4,600,000.00	\$572.70

- (1) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Act"). Does not include the Securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-224950).
- (2) Includes the price of additional shares of common stock and warrants to purchase shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any.
- (3) No separate fee is required pursuant to Rule 457(i) under the Act.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-224950), which was declared effective by the Commission on July 12, 2018, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$4,600,000.00. The required opinions and consents are listed on the Exhibit Index attached hereto.

Item 16. Exhibits and Financial Statement Schedules.

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1*	<u>Opinion of Shumaker, Loop & Kendrick, LLP.</u>
23.1*	<u>Consent of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Shumaker, Loop & Kendrick, LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included in the signature pages to the Registration Statement filed on May 15, 2018).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tampa, State of Florida on July 12, 2018.

ORAGENICS, INC.

By: /s/ Alan Joslyn
Alan Joslyn,
Chief Executive Officer, and
Principal Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on July 12, 2018.

<u>Signature</u>	<u>Title</u>
<u>/s/ Alan Joslyn</u> Alan Joslyn	Principal Executive Officer, Chief Executive Officer and Director
<u>/s/ Michael Sullivan</u> Michael Sullivan	Principal Financial Officer, Chief Financial Officer (Principal Accounting Officer)
<u>*</u> Frederick W. Telling	Chairman and Director
<u>*</u> Robert C. Koski	Director
<u>*</u> Charles L. Pope	Director
<u>*</u> Alan W. Dunton	Director

*By: /s/ Alan Joslyn
Alan Joslyn
Attorney-in-fact



Bank of America Plaza 813.229.7600
101 East Kennedy 813.229.1660 fax
Boulevard
Suite 2800
Tampa, Florida 33602

www.slk-law.com

July 12, 2018

Oragenics, Inc.
4902 Eisenhower Boulevard, Suite 125
Tampa, FL 33634

Re: Form S-1 Registration Statement

Ladies and Gentlemen:

This opinion is furnished to you in connection with the sale and issuance by Oragenics, Inc., a Florida corporation (the "Company"), in a public offering pursuant to the Registration Statement on Form S-1 (Registration Statement No. 333-224950 initially filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on May 15, 2018, and as subsequently amended (the "Initial Registration Statement") and (ii) additional Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Act (the "462(b) Registration Statement", and collectively with the Initial Registration Statement, the "Registration Statement"). The 462(b) Registration Statement relates to the registration of up to an additional \$4,600,000.00 of Securities (as defined below), which consist of (i) Class A Units (the "Additional Class A Units"), with each Additional Class A Unit consisting of one share of the Company's common stock, par value \$0.001 per share ("Common Stock") and a common stock warrant to purchase one share of Common Stock (each, a "Warrant" and collectively, the "Warrants") and (ii) Class B Units (the "Additional Class B Units", and collectively with the Additional Class A Units, the "Additional Units"), with each Additional Class B Unit consisting of one share of the Company's Series D convertible preferred stock, par value \$0.001 per share ("Series D Preferred Stock) and one Warrant (i and ii collectively, the "Securities"). The Additional Units are to be sold by the Company pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into by and between the Company and Ladenburg Thalmann & Co., Inc. on behalf of themselves and as representative to the several underwriters to be named therein. The Securities are to be offered and sold in the manner described in the Initial Registration Statement and the related prospectus included therein (the "Prospectus").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Amended and Restated Certificate of Incorporation of the Company, as amended through the date hereof; (ii) the Amended and Restated Bylaws of the Company, as amended through the date hereof; (iii) the Certificate of Designation of Series D Convertible Preferred Stock to be filed with the Secretary of State of the State of Florida, (iv) certain resolutions of the Board of Directors of the Company (the "Board") relating to the issuance, sale and registration of the Securities; (v) the Initial Registration Statement; (vi) the Rule 462(b) Registration Statement, (vii) the Prospectus and (viii) the Underwriting Agreement. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set forth herein. Our opinions are limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

In rendering our opinion set forth below, we have assumed that (i) each document submitted to us is accurate and complete; (ii) each such document that is an original is authentic; (iii) each such document that is a copy conforms to an authentic original; and (iv) all signatures (other than signatures on behalf of the Company) on each such document are genuine. We have further assumed the legal capacity of natural persons, and we have assumed that each party to the documents we have examined or relied on (other than the Company) has the legal capacity or authority and has satisfied all legal requirements that are applicable to that party to the extent necessary to make such documents enforceable against that party. We have further assumed that the Company will not in the future issue or otherwise make unavailable so many shares of Common Stock that there are insufficient remaining authorized but unissued shares of Common Stock for issuance pursuant to exercise of the Warrants. We have also assumed that all of the shares of Common Stock issuable or eligible for issuance pursuant to exercise of the Warrants following the date hereof will be issued for not less than par value. We have not verified any of those assumptions.

Based upon, subject to and limited by the foregoing, we are of the opinion that (i) the shares of Common Stock included in the Additional Class A Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable; (ii) the shares of Series D Preferred Stock included in the Additional Class B Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable; (iii) the shares of Common Stock, when issued upon conversion of the shares of Series D Preferred Stock, will be validly issued, fully paid and non-assessable (iv) the Warrants, when issued as set forth in the Registration Statement will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms; (v) the Additional Class A Units, when duly delivered by the Company against the payment of consideration therefor and as contemplated in the Registration Statement, will constitute valid and legally binding obligations of the Company; and (vi) the Additional Class B Units, when duly delivered by the Company against the payment of consideration therefor and as contemplated in the Registration Statement, will constitute valid and legally binding obligations of the Company.

We express no opinion as to matters governed by any laws other than the Florida Business Corporation Act and the federal laws of the United States of America, as in effect on the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus. In giving such permission, we do not admit hereby that we come within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Sincerely,

/s/Shumaker, Loop & Kendrick, LLP
SHUMAKER, LOOP & KENDRICK, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Oragenics, Inc. on Form S-1 of our report, which includes an explanatory paragraph related to Oragenics, Inc.'s ability to continue as a going concern, dated February 16, 2018, with respect to our audits of the financial statements of Oragenics, Inc. as of December 31, 2017 and 2016, and for each of the two years ended December 31, 2017 and 2016 which report is included in the annual Report on Form 10-K of Oragenics, Inc. for the year ended December 31, 2017. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Mayer Hoffman McCann P.C.
Mayer Hoffman McCann P.C.
Clearwater, Florida
July 12, 2018