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

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**FORM S-3**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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

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**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)

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**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)

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*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**

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

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

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.  Registration No. 333-213321

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or

additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

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.

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#### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Proposed maximum aggregate offering price <sup>(1)</sup>	Amount of Registration Fee <sup>(2)</sup>
Common Stock, par value \$0.001 per share		
Warrants to purchase Common Stock		
Common Stock issuable on exercise of Warrants	—	—
Total	\$5,640,000	\$683.57

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$30,000,000 on a Registration Statement on Form S-3 (File No. 333-213321), which was filed by the registrant on August 25, 2016 and declared effective on September 7, 2016, and as supplemented by that certain prospectus supplement dated March 20, 2019 (the “Prior Registration Statement”). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional number of securities having a proposed maximum aggregate offering price of \$5,640,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters’ option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such registration statements.
- (2) Pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended, the registration fee has been calculated on the basis of the maximum aggregate offering price and the number of securities being registered has been omitted.

**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.**

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

This registration statement on Form S-3 relates to the underwritten offering (the “Offering”) of common stock and common stock purchase warrants of Oragenics, Inc. (the “Company”) contemplated by the registration statement on Form S-3 (File No. 333-213321), filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), which was declared effective by the Commission on September 7, 2016, as supplemented by that certain prospectus supplement dated March 20, 2019 (the “Prior Registration Statement”). This registration statement is filed pursuant to Rule 462(b) promulgated under the Securities Act, solely to increase the total value of securities to be offered in the Offering by \$5,640,000. The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The contents of the Prior Registration Statement, including all exhibits thereto, are hereby incorporated by reference herein.

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**Item 16. Exhibits and Financial Statement Schedules.**

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1*	<a href="#"><u>Opinion of Shumaker, Loop &amp; Kendrick, LLP.</u></a>
23.1*	<a href="#"><u>Consent of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm.</u></a>
23.2*	<a href="#"><u>Consent of Shumaker, Loop &amp; Kendrick, LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included in the signature pages to the Registration Statement filed on August 25, 2016).</u></a>

\* 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-3 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 March 20, 2019.

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 March 20, 2019.

<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
<u>*By: /s/ Alan Joslyn</u> 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  

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www.slk-law.com

March 20, 2019

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

Re: Form S-3 Registration Statement

Ladies and Gentlemen:

We have acted as counsel to Oragenics, Inc., a Florida corporation (the "**Company**"), in connection with the filing of the Registration Statement on Form S-3 filed on March 20, 2019 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "**Rule 462(b) Registration Statement**"). The Rule 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-213321) originally filed by the Company with the Commission on August 25, 2016 (the "**Registration Statement**"), and declared effective on September 7, 2016 including a base prospectus (the "**Base Prospectus**"), which provides that it will be supplemented by one or more prospectus supplements (each such prospectus supplement, together with the Base Prospectus, a "**Prospectus**"), under the Securities Act of 1933, as amended (the "**Securities Act**"). The Rule 462(b) Registration Statement covers a public offering of up to \$5,640,000 of the Company's securities, including shares (the "**Shares**") of the Company's common stock, par value \$0.001 per share ("**Common Stock**") and warrants to purchase shares of Common Stock (the "**Warrants**") and (shares of Common Stock issuable upon exercise of the Warrants (the "**Warrant Shares**"); together with the Shares and the Warrants, the "**Securities**"). The Securities are being sold to the underwriter named in, and pursuant to, an underwriting agreement among the Company and such underwriter.

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company.

We express no opinion as to matters governed by any laws other than the Florida Business Corporation Act.

In connection with our opinions expressed below, we have assumed that, (i) at or prior to the time of the issuance and delivery of any of the Securities, there will not have occurred any change in the law or the facts affecting the validity of the Shares, any change in actions of the Company's board of directors or the Company's stockholders, or any amendments to the Company's articles of incorporation or amended and restated bylaws, and (ii) at the time of the offer, issuance and sale of any Securities, no stop order suspending the Registration Statement's effectiveness will have been issued and remain in effect, and that the Registration Statement will not have been modified or rescinded. We also have assumed that the issuance and delivery of the Securities subsequent to the date hereof and the compliance by the Company with the terms of such Securities will not result in a violation of the Company's certificate of incorporation or any provision of any instrument or agreement then binding upon the Company or any restriction imposed by any court or governmental body then having jurisdiction over the Company.

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The opinions contained herein are qualified to the extent that the enforceability of any document, instrument or the Shares may be limited by or subject to bankruptcy, insolvency, fraudulent transfer or conveyance, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally, and general equitable or public policy principles.

Based upon the foregoing, we are of the opinion: (i) that when the Shares are issued, sold and delivered in the manner and for the consideration stated in the Registration Statement, the Prospectus and the resolutions adopted by the Company's board of directors approving issuance and delivery of the Shares, such Shares will be validly issued, fully paid and nonassessable, (ii) provided that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, the Warrants, when issued and sold as contemplated in the Registration Statement will be valid and legally binding obligations of the Company, and (iii) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrants and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to us under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

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-3 MEF 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  
March 20, 2019