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

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**FORM 8-K/A**

Amendment No. 2

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934.

Date of Report: May 1, 2020  
(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)

001-32188  
(Commission  
File Number)

59-3410522  
(IRS Employer  
Identification Number)

4902 Eisenhower Boulevard, Suite 125  
Tampa, FL  
(Address of principal executive offices)

33634  
(Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	OGEN	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 pursuant to Section 13(a) of the Exchange Act.

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## Introductory Note

On May 1, 2020, Oragenics, Inc. a Florida corporation (“Oragenics” or the “Company”), completed its acquisition of one hundred percent (100%) of the issued and outstanding common stock of Noachis Terra Inc., a privately-held Delaware corporation (“Noachis Terra”), dedicated to the development and commercialization of a vaccine candidate to provide specific immunity from the novel Severe Acute Respiratory Syndrome coronavirus (SARS-CoV-2), which causes the coronavirus disease 2019 (“COVID-19”), in accordance with the terms of a Stock Purchase Agreement, dated as of May 1, 2020 (the “Stock Purchase Agreement”), by and among the Company, Noachis Terra, and Mr. Joseph Hernandez, the sole shareholder of Noachis Terra (the “Transaction”).

On May 4, 2020, the Company filed a Current Report on Form 8-K (the “Original Form 8-K”) reporting the Transaction. On May 29, 2020, the Company filed Amendment No.1 to its Form 8-K to provide (i) the historical audited financial statements of Noachis Terra Inc. from its inception on March 9, 2020 through March 31, 2020 and (ii) the preliminary unaudited pro forma condensed statements of income for the three months ended March 31, 2020, and unaudited pro forma condensed balance sheet as of March 31, 2020, as required by Items 9.01(a) and 9.01(b) of Current Report on Form 8-K, respectively.

This Amendment No. 2 to Current Report on Form 8-K amends the Form 8-K/A to provide the unaudited pro forma condensed financial information to reflect the Company’s subsequent determination to account for the acquisition as an asset purchase rather than a business combination as previously reported.

### Item 9.01. Financial Statements and Exhibits.

(b) Pro forma financial information.

The amended unaudited pro forma condensed balance sheet as of March 31, 2020, giving effect to the Transaction, is filed as Exhibit 99.1 to this Current Report on Form 8-K and are incorporated herein by reference.

(d) Exhibits.

<b>Number</b>	<b>Description</b>
99.1	<a href="#"><u>Amended Unaudited Pro Forma Condensed Financial Statements of Oragenics, Inc. as of and for the three months ended March 31, 2020.</u></a>

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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 14<sup>th</sup> day of August, 2020.

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

BY: /s/ Michael Sullivan  
Michael Sullivan  
Chief Financial Officer

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**AMENDED UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION**

The following amended unaudited pro forma condensed financial information is presented to illustrate the estimated effects of the acquisition by Oragenics, Inc. (the “Company” or “Oragenics”) of Noachis Terra Inc. (“Noachis Terra”) pursuant to a Stock Purchase Agreement, dated as of May 1, 2020, (the “Acquisition”) by and among the Company, and Mr. Joseph Hernandez, the sole shareholder of Noachis Terra (the “Seller”) (the “Stock Purchase Agreement”). Pursuant to the Stock Purchase Agreement, the Company acquired one hundred percent (100%) of the total issued and outstanding common stock of Noachis Terra. In exchange, the Seller received the following: (i) cash consideration equal to \$1,925,000, of which approximately \$500,000 has been applied to extinguish Noachis Terra’s pre-Transaction liabilities (a portion of which were due to the Seller); (ii) 9,200,000 restricted shares of the Company’s common stock, and (iii) warrants to purchase 9,200,000 shares of the Company’s common stock, which warrants carry an exercise price of \$1.25 per share, a five-year term, and subject to additional exercise restrictions as defined in the Stock Purchase Agreement. In addition to the above consideration, the Seller is entitled to receive contingent consideration based upon the exercise of certain of the Company’s outstanding warrants, for so long as the warrants remain outstanding.

The following amended pro forma condensed balance sheet information as of March 31, 2020 is based upon and derived from the historical financial information of the Company and gives effect to the Acquisition as if such transaction had occurred on March 31, 2020. The unaudited pro forma condensed statements of operations for the three months ended March 31, 2020 and for the year ended December 31, 2019 are also based upon and derived from the historical financial information of the Company and gives effect to the Acquisition as if it occurred on January 1, 2019. The historical financial information reflects adjustments that are (i) directly attributable to the Acquisition, (ii) factually supportable, and (iii) with respect to the unaudited pro forma condensed statements of operations, are expected to have a continuing impact on the results of operations. The pro forma adjustments are based upon available information and certain assumptions, as described in the accompanying notes to the unaudited pro forma condensed financial information, that the Company believes are reasonable under the circumstances and which are described in the accompanying notes to the unaudited pro forma condensed financial information.

The Acquisition has been accounted for as an asset purchase. The asset acquired was in-process research and development which does not have any alternative uses and therefore the aggregate fair value of the purchase price is being recorded as research and development expenses in 2020.

The unaudited pro forma condensed financial information has been prepared in accordance with SEC Regulation S-X Article 11 and is not necessarily indicative of the financial position or results of operations that would have been realized had the transactions been completed as of the dates indicated, nor is it meant to be indicative of any anticipated combined financial position or future results of operations that the Company will experience.

The unaudited pro forma condensed financial statements, including the notes thereto, should be read in conjunction with the historical financial statements of the Company included in its Annual Report on Form 10-K for the year ended December 31, 2019 and in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, as well as the historical financial statements of Noachis Terra included in Exhibit 99.1 to the Company’s Form 8-K filed on May 29, 2020.

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**Unaudited Pro Forma Condensed Balance Sheet**  
As of March 31, 2020

	<u>Oragenics (1)</u>	<u>Pro Forma Adjustments</u>	<u>Note 3</u>	<u>Pro Forma Combined</u>
<b>Assets</b>				
Current assets:				
Cash and cash equivalents	\$ 14,372,105	\$ (1,925,000)	(a)	\$ 12,447,105
Prepaid expense and other current assets	328,674	-		328,674
<b>Total current assets</b>	<b>14,700,779</b>	<b>(1,925,000)</b>		<b>12,775,779</b>
Property and equipment, net	79,654	-		79,654
Operating lease right-of use assets	781,674	-		781,674
<b>Total assets</b>	<b>\$ 15,562,107</b>	<b>\$ (1,925,000)</b>		<b>\$ 13,637,107</b>
<b>Liabilities and Shareholders' Equity</b>				
Current liabilities:				
Accounts payable and accrued expenses	\$ 1,786,671	-		\$ 1,786,671
Accounts payable to related party	-	-		-
Short-term notes payable	70,847	-		70,847
Operating lease liabilities	167,864	-		167,864
<b>Total current liabilities</b>	<b>2,025,382</b>	<b>-</b>		<b>2,025,382</b>
Long-term liabilities:				
Operating lease liabilities	627,723	-		627,723
<b>Total long term liabilities</b>	<b>627,723</b>	<b>-</b>		<b>627,723</b>
<b>Shareholders' equity (deficit)</b>				
Preferred stock	7,174,854	-		7,174,854
Common stock	46,125	9,200	(a)	55,325
Additional paid-in capital	138,890,067	8,021,499	(a)	146,911,566
Accumulated deficit	(133,202,044)	(9,955,699)	(b)	(143,157,743)
<b>Total stockholders' equity (deficit)</b>	<b>12,909,002</b>	<b>(1,925,000)</b>		<b>10,984,002</b>
<b>Total liabilities and shareholders' equity (deficit)</b>	<b>\$ 15,562,107</b>	<b>\$ (1,925,000)</b>		<b>\$ 13,637,107</b>

1. Derived from the Oragenics unaudited balance sheet as of March 31, 2020.

*See the accompanying notes to the unaudited pro forma condensed financial statements.*

**Unaudited Pro Forma Condensed Statement of Operations  
For the Three Months Ended March 31, 2020**

	<u>Oragenics (1)</u>	<u>Pro Forma Adjustments</u>	<u>Note 3</u>	<u>Pro Forma Combined</u>
Operating expenses				
Research and development	\$ 3,712,679	\$ 9,955,699	(b)	\$ 13,668,378
Selling, general and administrative	1,519,083	-		1,519,083
Total operating expenses	5,231,762	9,955,699		15,187,461
Loss from operations	(5,231,762)	(9,955,699)		(15,187,461)
Other income (expense)				
Interest income	44,515	-		44,515
Interest expense	(1,708)	-		(1,708)
Local business tax	(600)	-		(600)
Miscellaneous income	1,795	-		1,795
Total other income, net	44,002	-		44,002
Loss before income taxes	(5,187,760)	(9,955,699)		(15,143,459)
Income tax benefit	-	-		-
Net loss	\$ (5,187,760)	\$ (9,955,699)		\$ (15,143,459)
Net loss per share:				
Basic and diluted	\$ (0.11)	\$ (1.08)		\$ (0.27)
Weighted average number of shares	46,124,803	9,200,000	(c)	55,324,803

1. Derived from the Oragenics unaudited statement of operations for the three months ended March 31, 2020.

*See the accompanying notes to the unaudited pro forma condensed financial statements.*

**Unaudited Pro Forma Condensed Statement of Operations  
For the Year Ended December 31, 2019**

	<u>Oragenics <sup>(1)</sup></u>	<u>Pro Forma Adjustments</u>	<u>Note 3</u>	<u>Pro Forma Combined</u>
<b>Operating expenses</b>				
Research and development	\$ 12,120,318	\$ -		\$ 12,120,318
Selling, general and administrative	<u>3,757,251</u>	<u>-</u>		<u>3,757,251</u>
Total operating expenses	15,877,569	-		15,877,569
Loss from operations	(15,877,569)	-		(15,877,569)
<b>Other income (expense)</b>				
Interest income	320,011	-		320,011
Interest expense	(7,300)	-		(7,300)
Local business tax	(1,601)	-		(1,601)
Miscellaneous income	<u>456</u>	<u>-</u>		<u>456</u>
Total other income, net	<u>311,566</u>	<u>-</u>		<u>311,566</u>
Loss before income taxes	(15,566,003)	-		(15,566,003)
Income tax benefit	<u>-</u>	<u>-</u>		<u>-</u>
Net loss	<u>\$ (15,566,003)</u>	<u>\$ -</u>		<u>\$ (15,566,003)</u>
<b>Net loss per share:</b>				
Basic and diluted	\$ (0.37)	\$ -		\$ (0.30)
Weighted average number of shares	42,283,947	9,200,000	(c)	51,483,947

1. Derived from the Oragenics audited statement of operations for the year ended December 31, 2019.

*See the accompanying notes to the unaudited pro forma condensed financial statements.*

## 1. Description of transaction and basis of presentation

### *Description of Transaction*

On May 1, 2020, the Company completed its acquisition of Noachis Terra pursuant to the Stock Purchase Agreement. The Company acquired one hundred percent (100%) of the total issued and outstanding common stock of Noachis Terra for, (i) cash consideration equal to \$1,925,000, (ii) 9,200,000 restricted shares of the Company's common stock, and (iii) warrants to purchase 9,200,000 shares of the Company's common stock. In addition, the Seller is entitled to receive contingent consideration based upon the exercise of certain of the Company's outstanding warrants.

### *Basis of Presentation*

The unaudited pro forma condensed financial statements are based on the Company's historical financial statements as adjusted to give effect to the Acquisition. The unaudited pro forma condensed balance sheet as of March 31, 2020 gives effect to the Acquisition as if it had occurred on March 31, 2020. The unaudited pro forma condensed statements of operations for the three months ended March 31, 2020 and the year ended December 31, 2019 give effect to the Acquisition as if it had occurred on January 1, 2019.

The historical financial information of the Company has been adjusted in the accompanying unaudited pro forma condensed financial information to give effect to pro forma events that are (i) directly attributable to the Acquisition, (ii) factually supportable, and (iii) with respect to the unaudited pro forma condensed statements of operations, are expected to have a continuing impact on the results of operations. The Acquisition will be accounted for as an asset purchase. The asset acquired was in-process research and development which does not have any alternative uses and therefore the aggregate fair value of the purchase price is being recorded as research and development expenses in 2020.

## 2. Preliminary consideration and purchase price allocation

The following table summarizes the components of the total estimated consideration:

Cash consideration (i)	\$	1,925,000
Number of Orogenics restricted shares issued		9,200,000
Multiplied by the fair value per share of Orogenics common stock (ii)	\$	0.5030
Common stock consideration		4,627,600
Number of Orogenics warrants issued		9,200,000
Multiplied by the fair value of Orogenics warrants (iii)	\$	0.3699
Estimated fair value of warrant consideration		3,403,099
Total estimated consideration	\$	9,955,699

(i) Represents the cash consideration, of which a portion will be applied to extinguish Noachis Terra's pre-acquisition liabilities.

(ii) Represents the closing price of the Company's common stock as reported on the NYSE on May 1, 2020.

(iii) Represents the estimated fair value of warrants issued as consideration. The fair value was calculated under the Black-Scholes option pricing model, with the following assumptions: strike price of \$1.25, risk free interest rate of 0.36%; expected volatility of 121%, effective life of 5.0 years and dividend yield of zero. The Company has preliminarily determined the exercise features of these warrants would be afforded equity treatment.

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**Note 3. Pro forma adjustments**

- (a) Represents the estimated fair value of consideration transferred in the Acquisition and settlement of Noachis Terra's outstanding liabilities.

	<b>Cash and cash equivalents</b>	<b>Common stock, \$0.001 par value</b>	<b>Additional paid- in capital</b>
Cash consideration	\$ 1,925,000	\$ -	\$ -
Common stock consideration	-	9,200	4,618,400
Estimated fair value of warrant consideration	-	-	3,403,099
Total estimated consideration	<u>\$ 1,925,000</u>	<u>\$ 9,200</u>	<u>\$ 8,021,499</u>

As of March 31, 2020, Noachis Terra's outstanding liabilities to be settled with the proceeds from the consideration transferred was \$246,091.

- (b) Represents the aggregate fair value of the in-process research and development which does not have any alternative uses and therefore the aggregate fair value of the purchase price being recorded in research and development expenses in 2020.
- (c) Represents the increase in the weighted average shares outstanding due to the issuance of 9,200,000 shares common stock in connection with the Acquisition.

	<b>Three Months ended March 31, 2020</b>	<b>Year ended December 31, 2019</b>
Historical Oragenics- Basic and diluted weighted average number of shares	46,124,803	42,283,947
Shares issued in Acquisition	9,200,000	9,200,000
Pro forma- Basic and diluted weighted average number of shares	<u>55,324,803</u>	<u>51,483,947</u>

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