

**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: February 11, 2021
(Date of earliest event reported)

Orogenics, 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)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

Item 8.01. Other Information.

Redemption of Series C Preferred

On February 11, 2021, Orogenics, Inc. (the "Company") gave notice of its intention to redeem all of its outstanding shares of Series C Non-Convertible Preferred Stock (the "Series C Preferred Stock") to the holder thereof.

The Series C Preferred Stock redemption is in accordance with the terms of the Certificate of Designation and Rights of Series C Non-Convertible Preferred Stock, dated as of November 8, 2017 (the "Series C Certificate of Designation"). Under the terms of the Series C Preferred Stock, the redemption price will be based on the stated value per share of \$33,847.9874 for the Series C Preferred Stock as set forth in the Series C Certificate of Designation and include accrued and unpaid dividends on such Series C Preferred Stock through March 13, 2021. The redemption payment date for the Series C Preferred Stock will be March 15, 2021.

On February 12, 2021, the Company issued a press release announcing the Series C Preferred Stock redemption.

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.

Company Sales of Shares-At-The-Market

As previously reported on February 1, 2021, the Company entered into a Sales Agreement (the "Sales Agreement") with A.G.P./Alliance Global Partners, as sales agent (the "Sales Agent"), pursuant to which the Company may offer and sell through or to the Sales Agent shares of Company common stock by any method permitted by law deemed to be an "at the market offering" as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the "Offering"). Through February 11, 2021, the Company sold an aggregate of 15,406,618 shares of its common stock pursuant to the Sales Agreement for aggregate net proceeds to the Company of approximately \$19.3 million, a portion of which are to be used for the Series C Stock Redemption referenced above. The Company shares of common stock were issued pursuant to the Company's Registration Statement on Form S-3 (File No. 333-235763) filed with the Securities and Exchange Commission (the "SEC") on December 31, 2019 and declared effective on January 13, 2020 (the "Form S-3"), the base prospectus dated January 13, 2020 included in the Form S-3 and the prospectus supplement relating to the Offering, dated February 1, 2021, that was filed with the SEC providing for up to \$20,000,000 of sales of shares of Company common stock.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

Warrant Exercises

Of the Company's previously reported outstanding warrants to acquire 4,701,220 shares of Common Stock at an exercise price of \$0.90 per share issued in connection with its March 2019 public offering, 2,100,000 warrants have been exercised through February 11, 2021 with aggregate gross proceeds to the Company of approximately \$1.9 million.

Common Stock Outstanding

The Company previously reported on December 29, 2020 that it had 91,766,928 shares of common stock outstanding. As a result of the Company's recent sales of shares of common stock at-the-market through its Sales Agreement referenced above and the recent warrant exercises referenced above, as of February 11, 2021, the Company had 109,273,546 shares of Common Stock issued and outstanding.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated February 12, 2021.

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 12th day of February, 2021.

ORAGENICS, INC.
(Registrant)

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



ORAGENICS ANNOUNCES RECENT CAPITAL RAISE AND WARRANT EXERCISES TOTALING \$21.9 MILLION AND THE REDEMPTION OF ITS SERIES C PREFERRED STOCK

TAMPA (February 12, 2021) – Oragenics, Inc. (NYSE American: OGEN) (“Oragenics” or the “Company”) announced it has raised approximately \$20 million from the sale of common stock through a sales agreement with A.G.P./Alliance Global Partners for an “at-the-market” facility. In addition, the Company also received approximately \$1.9 million from the exercise of common stock warrants. In turn, Oragenics has given a notice for the redemption of all outstanding shares of the Company’s Series C, Non-Convertible, Preferred Stock (the “Series C Preferred Stock”) to the holder of the Series C Preferred Stock.

Commenting on these developments, Alan Joslyn, President and Chief Executive Officer of Oragenics, said, “We are delighted that we were able to raise capital to fund our operations through a number of anticipated key value-creating milestones towards the initiation of the Phase 2 clinical trial of our SARS CoV-2 vaccine, Terra CoV-2. In addition, we will be able to advance our lantibiotics program, which is directed at solving the problem of multidrug-resistant organisms. Importantly, the redemption of our Series C Preferred Stock in the amount of \$5.6 million eliminates the accruing annual 20% preferred dividend payment.”

The redemption payment date of the Series C Preferred Stock will be March 15, 2021 (the “Redemption Payment Date”). The currently outstanding, 160,180 shares of Series C Preferred Stock, will be redeemed at a redemption price equal to the stated value of \$33,847.9874 per share of Series C Preferred Stock, and include accrued and unpaid dividends through March 13, 2021 (the “Redemption Price”). After payment of the Redemption Price, the Series C Preferred Stock will no longer be deemed outstanding and dividends on the Series C Preferred Stock will cease to accrue.

This press release does not constitute a Redemption Notice under the Certificate of Designation governing the Series C Preferred Stock and is qualified in its entirety by reference to the Redemption Notice issued by or on behalf of the Company.

This press release shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities of the Company nor shall there be any sale of securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification of such securities under the securities laws of any such state or other jurisdiction.

About Oragenics, Inc.

Oragenics, Inc. is focused on the creation of the Terra CoV-2 vaccine candidate to combat the novel coronavirus pandemic and the further development of effective treatments for novel antibiotics against infectious diseases. The Company is dedicated to the development and commercialization of a vaccine candidate providing specific immunity from novel coronavirus. The Terra CoV-2 immunization leverages coronavirus spike protein research conducted by the National Institutes of Health. In addition, Oragenics has an exclusive worldwide channel collaboration with Eleszto Genetika, Inc. relating to the development of novel lantibiotics.

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For more information about Oragenics, please visit www.oragenics.com.

Forward-Looking Statements

This press release contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995, as amended, that involve significant risks and uncertainties about Oragenics, including but not limited to statements with respect to the completion, timing, size, and use of proceeds of the proposed underwritten offering of common stock. Oragenics may use words such as “expect,” “anticipate,” “project,” “intend,” “plan,” “aim,” “believe,” “seek,” “estimate,” “can,” “focus,” “will,” and “may” and similar expressions to identify such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are risks relating to, among other things, whether or not Oragenics will be able to raise capital, market and other conditions, Oragenics’ business and financial condition, and the impact of general economic, industry or political conditions in the United States or internationally. For additional disclosure regarding these and other risks faced by Oragenics, see disclosures contained in Oragenics’ public filings with the SEC, including the “Risk Factors” in the company’s Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. You should consider these factors in evaluating the forward-looking statements included in this press release and not place undue reliance on such statements. The forward-looking statements are made as of the date hereof, and Oragenics undertakes no obligation to update such statements as a result of new information, except as required by law.

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