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

FORM S-8
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)

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

4902 Eisenhower Boulevard, Suite 125
Tampa, Florida 33634
813-286-7900

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

2021 EQUITY INCENTIVE PLAN
(Full Title of the Plan)

Michael Sullivan,
Interim Principal Executive Officer and Chief Financial Officer
4902 Eisenhower Boulevard, Suite 125
Tampa, Florida 33634
813-286-7900
(Name, Address and Telephone number of Agent for Service)

Copies to:

Mark A. Catchur, Esquire
Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602
(813) 229-7600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting 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.

Large Accelerated Filer
Non-accelerated filer

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 pursuant to Section 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the equity benefit plan covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement on Form S-8 incorporates by reference the following documents we previously filed with the Securities and Exchange Commission by

Oragenics, Inc. (the “Company”):

- the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Commission on March 24, 2022;
- the description of the Company’s Common Stock contained in Exhibit 4.9 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended in December 31, 2021, including any amendment or report filed for the purpose of updating such description; and
- the Registrant’s Current Reports on Form 8-K, filed with the Commission on each of January 26, 2022, February 28, 2022, March 3, 2022 and March 15, 2022.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 (and any related exhibits) of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or amended, to constitute a part of the Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Shumaker, Loop & Kendrick, LLP (“Shumaker”) has opined as to the legality of the securities being offered by this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Section 607.0850 of the Florida Business Corporation Act (the “FBCA”) permits, in general, a Florida corporation to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or served another entity in any capacity at the request of the corporation, against liability incurred in connection with such proceeding, including the estimated expenses of litigating the proceeding to conclusion and the expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, if such person acted in good faith in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation and, in criminal actions or proceedings, additionally had no reasonable cause to believe that his or her conduct was unlawful. Section 607.0850(6) of the FBCA permits the corporation to pay such costs or expenses in advance of a final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification under the FBCA. Section 607.0850 of the FBCA provides that the indemnification and advancement of expense provisions contained in the FBCA shall not be deemed exclusive of any rights to which a director or officer seeking indemnification or advancement of expenses may be entitled.

As provided in our bylaws and under Florida law, our Directors shall not be personally liable to our company or any other person for monetary damages for breach of duty of care or any other duty owed to our company as a Director, unless the breach of or failure to perform those duties constitutes:

- a violation of criminal law, unless the Director had reasonable cause to believe his conduct was lawful, or had no reasonable cause to believe his conduct was unlawful;
- a transaction from which the Director received an improper personal benefit, directly or indirectly;
- in a proceeding by or in the right of our company or a shareholder, an act or omission which involves a conscious disregard for the best interests of our company or which involves willful misconduct;
- in a proceeding by or in the right of someone other than our company or a shareholder, an act of recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; or
- a distribution made in violation of Florida law.

Our bylaws provide that we are required to indemnify any Director, officer, employee or agent made a party to a proceeding because he is or was our Director, officer, employee or agent against liability incurred in the proceeding if he acted in good faith and in a manner the Director reasonably believed to be in or not opposed to our best interests and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Our bylaws and Florida law also provide that we shall indemnify a Director, officer, employee or agent who has been successful on the merits or otherwise in the defense of any proceeding to which he was a party, or in defense of any claim, issue or matter therein, because he is or was a Director, officer, employee or agent of our company against expenses actually and reasonably incurred by him in connection with such defense.

The FBCA also empowers a corporation to provide insurance for directors and officers against liability arising out of their positions, even though the insurance coverage may be broader than the corporation’s power to indemnify. We maintain directors’ and officers’ liability insurance for the benefit of our directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index immediately following the signature page which is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement exhibit; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that provisions (A)(1)(i) and (A)(1)(ii) of this undertaking are inapplicable if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Sections 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 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 this 24th day of March, 2022.

Oragenics, Inc.

By: /s/ Michael Sullivan

Michael Sullivan

Interim Principal Executive Officer and Chief Financial Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of Oragenics, Inc., hereby constitutes and appoints Michael Sullivan, as their true and lawful attorney-in-fact and agent, for them and in their name, place and stead, in any and all capacities, to sign their names to any and all amendments to this Registration Statement on Form S-8, including post-effective amendments and other related documents, and to cause the same to be filed with the Securities and Exchange Commission, granting unto said attorneys, full power and authority to do and perform any act and thing necessary and proper to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present, and the undersigned for himself hereby ratifies and confirms all that said attorney shall lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael Sullivan</u> Michael Sullivan	Interim Principal Executive Officer and Chief Financial Officer	March 24, 2022
<u>/s/ Frederick W. Telling</u> Frederick W. Telling	Chairman of the Board and Director	March 24, 2022
<u>/s/ Robert C. Koski</u> Robert C. Koski	Director	March 24, 2022
<u>/s/ Charles Pope</u> Charles L. Pope	Director	March 24, 2022
<u>/s/ Alan W. Dunton</u> Alan W. Dunton	Director	March 24, 2022

EXHIBIT INDEX

Exhibit Number	Exhibit Description
4.1	2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.1 to Form 8-K filed on October 25, 2012).
4.2	First Amendment to 2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.2 to Form 8-K filed on May 5, 2017).
4.3	Second Amendment to 2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.3 to Form 8-K filed on December 29, 2017).
4.4	Third Amendment to 2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.4 to Form 8-K filed on June 26, 2018).
4.5	Fourth Amendment to 2012 Equity Incentive Plan (incorporated by reference as Exhibit 4.4 to Form 8-K filed on June 21, 2019).
4.6	2021 Equity Incentive Plan (incorporated by reference as Exhibit 10.1 to Form 8-K filed on February 28, 2022).
4.7	Amended and Restated Warrant Form (incorporated by reference as Exhibit 4.1 to Form 8-K filed on August 1, 2017).
4.8	Form of Common Stock Warrant (incorporated by reference as Exhibit 4.1 to Form 8-K filed on November 9, 2017).
4.9	Form of Investor Warrant (incorporated by reference as Exhibit 4.1 to Form 8-K filed on April 10, 2018).
4.10	Form of Warrant to purchase shares of Common Stock (incorporated by reference as Exhibit 4.2 to Form S-1/A filed on July 9, 2018).
4.11	Warrant Agency Agreement (incorporated by reference as Exhibit 4.2 to Form 8-K filed on July 17, 2018).
4.12	Form of Series 2 Warrant (incorporated by reference as Exhibit 4.2 to Form 8-K filed on March 25, 2019).
4.13	Warrant dated May 1, 2020 (incorporated by reference as Exhibit 4.1 to Form 8-K filed on May 4, 2020).
4.14	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference as Exhibit 4.9 to Form 10-K filed on March 24, 2022).
5.1	Opinion of Shumaker, Loop & Kendrick, LLP, as to the legality of the securities being registered.
23.1	Consent of Independent Registered Public Accounting Firm, Mayer Hoffinan McCann P.C.
23.2	Consent of Shumaker, Loop & Kendrick, LLP to the use of their opinion as an Exhibit to this Registration Statement is included in their opinion filed herewith as Exhibit 5.1.
24.1	Power of Attorney (included with the signature page to this Registration Statement).
107	Filing Fee Table.



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

March 24, 2022

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as legal counsel for Oragenics, Inc., a Florida corporation (the "Company"). This opinion letter is being delivered in connection with the preparation and filing of its Registration Statement on Form S-8 (such Registration Statement, as it may be subsequently amended or supplemented, is hereinafter referred to as the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 24, 2022 pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), by the Company.

The Registration Statement relates to the registration by the Company of up to 17,257,210 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), issuable under the Company's 2021 Equity Incentive Plan (the "2021 Plan").

In connection with the Registration of the Shares, we have examined originals, or copies or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including: (i) the organizational documents of the Company, (ii) resolutions of the Company with respect to the registration of the Shares, (iii) the 2021 Plan and (iv) the Registration Statement and the exhibits hereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company, the due authorization, execution and delivery of all documents by the parties thereto other than the Company and that the Shares will be issued in accordance with the terms of the 2021 Plan. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of the officers and other representatives of the Company and others as to factual matters.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued by the Company pursuant to and in accordance with the terms and conditions of the 2021 Plan and the instruments executed pursuant to the 2021 Plan, will be validly issued, fully paid and non-assessable.

Our opinion expressed above is subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the Florida Business Corporations Act.

We have relied without independent investigation upon, among other things, an assurance from the Company that the number of shares which the Company is authorized to issue in its Certificate of Incorporation exceeds the number of shares outstanding and the number of shares which the Company is obligated to issue (or has otherwise reserved for issuance) for any purposes other than issuances of the Shares by at least the number of Shares and we have assumed that such condition will remain true at all future times relevant to this opinion.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Plan Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date that the Registration Statement becomes effective under the Securities Act, and we assume no obligation to revise or supplement this opinion after the date of effectiveness should the Florida Business Corporations Act be changed by legislative action, judicial decision or otherwise after the date hereof. This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

Very truly yours,

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

Consent of Independent Registered Public Accounting Firm

We have issued our report, dated March 24, 2022, on the financial statements of Oragenics, Inc. (“the Company”) included in its Annual Report (Form 10-K) as of December 31, 2021 and 2020 and for each of the two years in the period ended December 31, 2021 (which report includes an explanatory paragraph regarding the existence of substantial doubt about the Company’s ability to continue as a going concern), filed with the Securities and Exchange Commission, which are incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ Mayer Hoffman McCann P.C.
MAYER HOFFMAN MCCANN P.C.
St. Petersburg, Florida
March 24, 2022

CALCULATION OF REGISTRATION FEE
Form S-8
(Form Type)

Orogenics, Inc.
(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount Of Registration Fee
Equity	Common Stock, par value \$0.001 per share	Rule 457(c) and (h)	17,257,210 ⁽²⁾	\$ 0.37 ⁽³⁾	\$ 6,385,167.70	\$92.70 per \$1,000,000	\$ 591.91 ⁽⁴⁾
Total Offering Amounts							\$ 591.91
Total Fee Offsets							N/A
Net Fee Due							\$ 591.91

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock (“Common Stock”) that become issuable under the Orogenics, Inc. 2021 Equity Incentive Plan (the “2021 Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Subject to adjustment for certain changes in the Registrant’s capitalization, the aggregate number of shares of our common stock that may be issued under the 2021 Plan will not exceed 17,257,210, which is the sum of (i) 10,000,000 new shares and (ii) up to 7,257,210 shares, which is the number of shares remaining available for the grant of new awards under the Prior Plan as of immediately prior to the effective date of the 2021 Plan and the Prior Plan’s Returning Shares (as defined below), as such shares become available from time to time. The term “Prior Plan’s Returning Shares” refers to the following shares of common stock subject to any stock award granted under the 2012 Equity Incentive Plan, as amended (the “2012 Plan” or the “Prior Plan”) that were outstanding as of February 25, 2022: (i) any shares subject to such stock award that are not issued because such award or any portion thereof expires or otherwise terminates without all of the shares covered by such award having been issued; (ii) any shares subject to such stock award that are not issued because such award or any portion thereof is settled in cash; (iii) any shares issued pursuant to such stock award that are forfeited back to or repurchased by us because of the failure to meet a contingency or condition required for the vesting of such shares, (iv) any shares issued pursuant to such stock award that are withheld or reacquired by us to satisfy the exercise, strike or purchase price; or (v) any shares issued pursuant to such stock award that are withheld or reacquired by us to satisfy a tax withholding obligation. No further grants will be made under the Prior Plan.
- (3) This estimate is made solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant’s Common Stock on March 21, 2022, as reported on NYSE American.