

**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: December 16, 2022
(Date of earliest event reported)

Oragenics, 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 1.02. TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.

On December 19, 2022, Oragenics, Inc. (the "Company") sent written notice of termination to A.G.P./Alliance Global Partners ("AGP"), pursuant to the terms of the Company's Sales Agreement with AGP in connection with the Company's At-the-Market Sales Program (the "ATM Program"). The termination will take effect on December 29, 2022. As a result of the termination, the Company will not consummate any further sale of its common stock through the ATM Program. Prior to the date of termination, during the fourth quarter the Company sold 357,438 shares of its common stock at an average price of \$0.2024 per share. The Company is not subject to any termination penalties related to the termination of the Sales Agreement.

A copy of the Sales Agreement was filed as Exhibit 1.1 to the Company's Form 8-K filed with the Securities and Exchange Commission on February 1, 2021.

Item 8.01. OTHER EVENTS.

On December 19, 2022, Oragenics, Inc. (the "Company") issued a press release announcing that Mr. Charles Pope was elected as the new Chairman of the Board of Directors as Dr. Frederick W. Telling stepped down as Chairman but will be continuing on as an independent director.

A copy of the press release announcing these events is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated December 19, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 19th day of December, 2022.

ORAGENICS, INC. (Registrant)

BY: /s/ Kimberly Murphy
Kimberly Murphy
President and Chief Executive Officer



Oragenics, Inc. Announces New Chair

TAMPA, FL. (December 19, 2022) – **Oragenics, Inc. (NYSE American: OGEN) (“Oragenics” or the “Company”)**, a biotech company dedicated to fighting infectious diseases including COVID-19, today announced that on December 16, 2022 the Board of Directors appointed Charles Pope as its Chairman of the Board of Directors succeeding Dr. Frederick W. Telling, who has served as a director since June 2010 and as Chairman since February 2011. Dr. Telling will remain on the Board as an independent director and as a member of both the audit and nominating and corporate governance committees.

Dr. Telling stated: “It has been an honor and privilege to serve as Chairman of Oragenics for over a decade and I look forward to assisting with the Company’s transition of the Chairman role to Charlie and continuing to serve on the Board as an independent director.”

Mr. Pope stated: “We were very fortunate to have had an experienced and talented leader of Fred’s caliber in the Chairman role for so long. We are greatly appreciative of Fred’s longstanding service as the Chairman of the Board of Directors for the last 11 years.” Mr. Pope continued, “As Board Chairman, I look forward to working with our Board members, including Fred, and the management team to realize the Company’s plans for the future. We hope to achieve continued progress in advancing the development of our product candidates.”

About Oragenics, Inc.

Oragenics, Inc. is a development-stage company dedicated to fighting infectious diseases, including those caused by coronaviruses and multidrug-resistant organisms. Its lead product is NT-CoV2-1, an intranasal vaccine candidate to prevent COVID-19 and variants of the SARS-CoV-2 virus. The NT-CoV2-1 program leverages coronavirus spike protein research licensed from the National Institutes of Health (NIH) and the National Research Council of Canada (NRC) with a focus on reducing viral transmission and offering a more patient-friendly intranasal administration. Its lantibiotics program features a novel class of antibiotics against bacteria that have developed resistance to commercial antibiotics. For more information about Oragenics, please visit www.oragenics.com.

Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management’s beliefs and assumptions and information currently available. The words “believe,” “expect,” “anticipate,” “intend,” “estimate,” “project” and similar expressions that do not relate solely to historical matters identify forward-looking statements. Investors should be cautious in relying on forward-looking statements because they are subject to a variety of risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed in any such forward-looking statements. These factors include, but are not limited to, the following: the Company’s ability to advance the development of its vaccine candidate and lantibiotics candidate under the timelines and in accord with the milestones it projects; the Company’s ability to obtain funding, non-dilutive or otherwise, for the development of the vaccine and lantibiotic product candidates, whether through its own cash on hand, or another alternative source; the regulatory application process, research and development stages, and future clinical data and analysis relating to vaccines and lantibiotics, including any meetings, decisions by regulatory authorities, such as the FDA and investigational review boards, whether favorable or unfavorable; the potential application of our vaccine candidate to variants and other coronaviruses; the Company’s ability to obtain, maintain and enforce necessary patent and other intellectual property protection; the nature of competition and development relating to COVID-19 immunization and therapeutic treatments and demand for vaccines and antibiotics; the Company’s expectations as to the outcome of preclinical studies, nasal administration, transmission, manufacturing, storage and distribution; other potential adverse impacts due to the global COVID-19 pandemic, such as delays in regulatory review, interruptions to manufacturers and supply chains, adverse impacts on healthcare systems and disruption of the global economy; and general economic and market conditions and risks, as well as other uncertainties described in our filings with the U.S. Securities and Exchange Commission. All information set forth in this press release is as of the date hereof. You should consider these factors in evaluating the forward-looking statements included in this press release and not place undue reliance on such statements. We do not assume any obligation to publicly provide revisions or updates to any forward-looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by law.

Contacts

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