

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: January 20, 2023
(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 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.

As previously disclosed, the Board of Directors of Orogenics, Inc. (the "Company"), approved, on December 22, 2022, a 1-for-60 reverse stock split of the Company's authorized and issued and outstanding shares of common stock (the "Reverse Stock Split"), pursuant to Section 607.10025 of the Florida Business Corporation Act (the "FBCA").

Amendment to Articles of Incorporation Articles of Amendment to our Amended and Restated Articles of Incorporation to effect the 1-for-60 reverse split of the Company's authorized shares of common stock and issued and outstanding shares of common stock (the "Articles of Amendment") were filed with the Secretary of State of the State of Florida. The Articles of Amendment were effective at 5:00 p.m. Eastern Standard Time on January 20, 2023 (the "Effective Time").

A copy of the Articles of Amendment to effect the Reverse Stock Split is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

Approval Required. Under Florida law Section 607.10025, the Reverse Stock Split was able to be approved solely by the Board of Directors of the Company, as such shareholder approval was not required. Section 607.10025 of the FBCA provides that the Reverse Stock Split may be implemented by a resolution adopted by the Board of

Directors of the Company, without shareholder approval, if (a) both the number of authorized shares of common stock and the number of outstanding shares of common stock are proportionally reduced as a result of the Reverse Stock Split; (b) the Reverse Stock Split does not adversely affect the rights or preferences of the holders of any outstanding class or series of stock of the Company; and (c) the Company does not pay cash to shareholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As described herein, the Company has complied with these requirements.

Reason for the Reverse Stock Split

The Reverse Stock Split was effected to enable the Company to expeditiously meet the continued listing standards of the NYSE American, LLC (the “NYSE American”) and to reduce the risk of the Company being automatically delisted from the NYSE American due to the trading price of its common stock falling below the price that the NYSE American views as low.

Effects of the Reverse Stock Split

Split Adjustment; No Fractional Shares. At the Effective Time, the total number of shares of the Company’s common stock held by each shareholder were converted automatically into the number of whole shares of common stock equal to (i) the number of issued and outstanding shares of common stock held by such shareholder immediately prior to the Reverse Stock Split, divided by (ii) 60. No fractional shares will be issued, and no cash or other consideration will be paid. Instead, the Company will issue one whole share of the post-Reverse Stock Split common stock to any shareholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

Capitalization. Prior to the Effective Time of the Articles of Amendment to effect the Reverse Stock Split, the Company was authorized to issue 250,000,000 shares of common stock. As a result of the Reverse Stock Split, the Company is authorized to issue 4,166,666 shares of common stock (the Company’s authorized shares of common stock were reduced in the same ratio (1-for-60) as its outstanding common stock was reduced). As of January 20, 2023 (immediately prior to the Effective Time), there were 117,662,247 shares of common stock outstanding. As a result of the Reverse Stock Split, there are approximately 1,961,037 shares of common stock outstanding (subject to adjustment due to the effect of rounding fractional shares into whole shares). The Reverse Stock Split will not have any effect on the stated par value of the common stock.

The Reverse Stock Split does not affect the Company’s authorized preferred stock, except to affect, where applicable, the conversion rates of such preferred stock. After the Reverse Stock Split, the Company’s authorized preferred Stock of 50,000,000 shares remained unchanged. Additionally, the Reverse Stock Split will not affect the par value of the preferred stock, or previously designated series of preferred stock, except to affect, where applicable, the conversion rates of such outstanding preferred stock.

Each shareholder’s percentage ownership interest in the Company and proportional voting power remains virtually unchanged as a result of the Reverse Stock Split, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of common stock will be substantially unaffected by the Reverse Stock Split.

As a result of the reverse stock split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options and warrants issued by us and outstanding immediately prior to the Effective Time, which will result in a proportionate decrease in the number of shares of our common stock reserved for issuance upon exercise or vesting of such stock options and warrants, and, in the case of stock options and warrants, a proportionate increase in the exercise price of such outstanding stock options and warrants.

Effective Time; Symbol; CUSIP Number. The Reverse Stock Split became effective at the Effective Time and was reflected with the NYSE American and in the marketplace at the open of trading on January 23, 2023, whereupon the shares of common stock began trading on a split-adjusted basis. In connection with the Reverse Stock Split, the Company’s shares of common stock continue to trade on the NYSE American under the symbol “OGEN” but trade under a new CUSIP Number, 684023 500.

Non-Certificated Shares; Certificated Shares. Shareholders who are holding their shares in electronic form at brokerage firms do not have to take any action as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts.

Shareholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent at the address given below. The transfer agent will issue a new share certificate reflecting the terms of the Reverse Stock Split to each shareholder requesting a new share certificate.

Continental Stock Transfer & Trust Company
1 State Street – 30th Floor
New York, New York 10004
917-262-2378

Please contact Continental Stock Transfer & Trust Company for further information, related costs and procedures before sending any certificates.

Item 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

To the extent required by this Item 5.03 of Form 8-K, the information regarding the Articles of Amendment to effect the Reverse Stock Split contained in Item 3.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
3.1	Articles of Amendment to Amended and Restated Articles of Incorporation.
4.1	Specimen Stock Certificate
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 23rd day of January, 2023.

ORAGENICS, INC. (Registrant)

BY: /s/ Kimberly Murphy

Kimberly Murphy
President and Chief Executive Officer

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
ORAGENICS, INC.**

Oragenics, Inc. (the "Corporation"), does hereby certify that the Corporation's Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by those certain amendments filed October 28, 2009, September 22, 2010, August 30, 2011, June 2, 2014, January 10, 2017, May 8, 2017, November 7, 2017, November 9, 2017, December 29, 2017, January 16, 2018, June 21, 2018, July 13, 2018 and February 25, 2022 are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida. The Corporation does hereby further certify that this amendment was duly adopted by the Corporation's Board of Directors in accordance with the applicable provisions of Section 607.10025 of the Florida Business Corporation Act of the State of Florida. The Corporation's Board of Directors adopted this amendment on December 22, 2022. This amendment shall become effective on January 20, 2023 at 5:00 p.m. (the "Effective Time"). The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

"*Capital Stock*: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 54,166,666 shares, consisting of (i) 4,166,666 shares of common stock, par value \$0.001 per share ("Common Stock") and (ii) 50,000,000 shares of preferred stock, no par value ("Preferred Stock")."

At the Effective Time, each sixty (60) shares of the Corporation's common stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") (including the number of shares of common stock issuable upon exercise or conversion of all issued and outstanding, options, warrants and convertible securities of every kind, including all options, shares outstanding and authorized for issuance under the Corporation's 2021 Equity Incentive Plan) will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) shares of common stock, par value \$0.001 per share (the "New Common Stock") (and such combination and conversion, the "Reverse Stock Split"). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the Reverse Stock Split and each fractional share resulting from the Reverse Stock Split shall be automatically rounded up to the nearest whole number. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified.

The amendment to the Amended and Restated Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division or combination exceeding the percentage of authorized shares that were unissued before the division or combination. The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

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IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 1st day of January, 2023.

/s/ Kimberly Murphy
Kimberly Murphy, President

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The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT -	_____Custodian_____
TEN ENT	- as tenants by the entireties		(Cust) (Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors
TTEE	- trustee under Agreement dated _____		Act _____
			(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE.

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE.

_____. Shares
of the common stock represented by this Certificate and do hereby irrevocably
constitute and appoint _____

_____,
attorney, to transfer the said stock on the books of the within-named corporation with
full power of substitution in the premises.

DATED _____

NOTICE: The signature to this assignment must correspond with the name as
written upon the face of the certificate in every particular without alteration or enlargement
or any change whatever.

SIGNATURE GUARANTEED:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS,
STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN
APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C RULE 17Ad-15.