

**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: September 26, 2023
(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

Common Stock

Trading Symbol(s)

OGEN

Name of each exchange on which registered

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 Events.

On September 26, Oragenics, Inc. (the “**Company**”) completed the sale and transfer of certain materials and data to Lantern Bioworks (the “**Purchaser**”) pursuant to a Material Transfer Agreement (the “**Agreement**”). Under the terms of the Agreement, the Company transferred certain biological samples/strains (referred to as “**Samples**”) and associated data, including but not limited to testing, assays, and stability data (“**Data**”) (collectively, the “**Transferred Assets**”) to the Purchaser, following the Purchaser’s successful testing and verification of the Samples’ viability.

In exchange for this transfer, the Purchaser:

- i) paid the Company \$50,000 in cash (the “**Funds**”); and
- ii) granted the Company an option to purchase 1,000,000 shares of Purchaser’s equity for total consideration of \$1.00.

The Samples were not connected to any of the Company’s current or ongoing research and development projects related to Lantibiotics or our SARS-CoV-2 vaccine candidates. Instead, the Samples were initially developed as part of a research and development project that the Company had previously halted and preserved until a suitable use could be identified. The Purchaser expressed a keen interest in obtaining access to these Samples with the hope that they will contribute to the advancement of their existing products under development.

The Agreement did not involve the transfer of any licenses or ownership of intellectual property from the Company to the Purchaser.

Furthermore, pursuant to the Agreement, the Purchaser agreed to pay the Company a royalty equal to ten percent (10%) of the net income derived from any products developed or derived from the Transferred Assets. The duration of these royalty payments spans a ten (10)-year term.

The Agreement also contains other standard terms and conditions.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated September 29, 2023.
104	Cover page Interactive Data File (embedded in the cover page formatted in Inline XBRL)

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 September 29, 2023.

ORAGENICS, INC. (Registrant)

BY: */s/ Janet Huffman*

Janet Huffman, Chief Financial Officer

Oragenics Enters into Agreement with Lantern Bioworks for Replacement-Therapy Assets***Potential to Protect Against Dental Caries, a Global Health Issue***

TAMPA, Fla. (September 29, 2023) – Oragenics, Inc. (NYSE American: OGEN) (“Oragenics” or the “Company”) and Lantern Bioworks announce a groundbreaking partnership, marked by the formalization of a materials transfer agreement. This milestone follows rigorous testing and validation of Oragenics’ biological samples, which are poised to potentially revolutionize dental caries prevention by replacing harmful bacterial strains with non-pathogenic counterparts.

Under this agreement, Oragenics has received a cash payment of \$50,000 alongside an enticing opportunity to acquire one million shares of Lantern Bioworks’ equity. Additionally, Lantern Bioworks has committed to pay Oragenics a ten percent (10%) royalty on the net income generated from any products stemming from the transferred assets. The royalty payments span a ten (10)-year term.

Kim Murphy, the President and Chief Executive Officer of Oragenics, expressed enthusiasm, stating, “We are elated to witness these assets continue their journey, contributing to the scientific legacy that Oragenics has cultivated over many years. Dental caries remains a pervasive global oral health challenge, and replacement= therapy approach holds immense promise in offering enduring protection against this disease.”

Of importance to note, these samples remain distinct from Oragenics’ current or ongoing research endeavors, specifically in the realms of Lantibiotics or SARS-CoV-2 vaccine candidates. Instead, they originated from a prior research and development project that Oragenics had temporarily suspended, awaiting an opportune application.

Lantern Bioworks has demonstrated a keen interest in harnessing the potential of these samples to fortify their ongoing product development initiatives.

Crucially, this agreement does not entail the transfer of intellectual property ownership from Oragenics to Lantern Bioworks.

About Oragenics

Oragenics, Inc. is a development-stage company focused on nasal delivery of pharmaceutical medications including in neurology and fighting infectious diseases including 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, 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: Lantern Bioworks ability to successfully develop and commercialize the transferred assets; Lantern Bioworks ability to generate net income from any products stemming from the transferred assets; uncertainties related to the value of Lantern Bioworks should Oragenics elect to purchase equity of Lantern Bioworks; 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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