

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 Plans)

Kimberly Murphy,
Chief Executive 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" and "smaller reporting 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.

REGISTRATION OF ADDITIONAL SECURITIES

EXPLANATORY NOTE

This Registration Statement on Form S-8 of Oragenics, Inc. (the "Company") is being filed to register 1,000,000 additional shares of Company common stock authorized for issuance under the 2021 Equity Incentive Plan (the "2021 Plan") (which is an amendment and restatement of the Company's 2012 Equity Incentive Plan), pursuant to General Instruction E to Form S-8. The table below summarizes the Plan, as amended to date and the registration statements previously filed to cover shares authorized for issuance under the Plan.

Summary Plan Table

<u>Plan History</u>	<u>Date</u>	<u>Authorized Shares</u>	<u>Post-Split Shares</u>	<u>Registration Statement</u>
2021 Equity Incentive Plan	February 2022	10,000,000*	166,667	333-263821

*On January 20, 2023, the Company effected a 1 for 60 reverse stock split and the amounts reflected prior to the January 2023 reverse split have been adjusted for such reverse split. On December 14, 2023, the Company's shareholders approved an increase in the number of authorized shares for issuance under the Plan from 166,667 shares to 1,166,667 shares or an additional 1,000,000 shares. This Registration Statement registers the additional 1,000,000 shares approved by the Company's shareholders.

Pursuant to General Instruction E to Form S-8, the contents of the previously filed Registration Statement, on Form S-8 (No. 333-263821), on March 24, 2022 is incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

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:

- Registration Statement on Form S-8 filed [March 24, 2022](#) (File No. 333-263821);
- the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [April 17, 2023](#);
- the Registrant's Quarterly Report on Form 10-Q for the quarters ended March 31, 2023, June 30, 2023 and September 30, 2023, filed with the Commission on [May 12, 2023](#), [August 11, 2023](#) and [November 9, 2023](#); and
- the Registrant's Current Reports on Form 8-K, filed with the Commission on each of [January 23, 2023](#), [February 3, 2023](#), [February 24, 2023](#), [March 1, 2023](#), [March 8, 2023](#), [March 14, 2023](#), [April 3, 2023](#), [April 10, 2023](#), [June 5, 2023](#), [August 7, 2023](#), [August 10, 2023](#), [August 18, 2023](#), [September 15, 2023](#), [September 29, 2023](#), [October 5, 2023](#), [October 5, 2023](#), [November 2, 2023](#), [November 20, 2023](#), [December 8, 2023](#), [December 15, 2023](#), [December 29, 2023](#) and [January 2, 2024](#).

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 8. Exhibits.

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

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 10th day of January, 2024.

Orogenics, Inc.

By: /s/ Kimberly Murphy

Kimberly Murphy
Chief Executive Officer and
Principal Executive Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of Orogenics, Inc., hereby constitutes and appoints Kimberly Murphy and Janet Huffman, each their true and lawful attorneys-in-fact and agents, 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.

Signature	Title	Date
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<u>/s/ Kimberly Murphy</u> Kimberly Murphy	Chief Executive Officer, Principal Executive Officer and Director	January 10, 2024
<u>/s/ Janet Huffman</u> Janet Huffman	Chief Financial Officer and Principal Accounting Officer	January 10, 2024
<u>/s/ Charles Pope</u> Charles L. Pope	Chairman of the Board and Director	January 10, 2024
<u>/s/ Frederick W. Telling</u> Frederick W. Telling	Director	January 10, 2024
<u>/s/ Robert C. Koski</u> Robert C. Koski	Director	January 10, 2024
<u>/s/ Alan W. Dunton</u> Alan W. Dunton	Director	January 10, 2024
<u>/s/ John Gandolfo</u> John Gandolfo	Director	January 10, 2024
<u>/s/ Bruce Cassidy</u> Bruce Cassidy	Director	January 10, 2024

EXHIBIT INDEX

Exhibit Number	Exhibit Description
4.1	2021 Equity Incentive Plan (incorporated by reference as Exhibit 10.1 to Form 8-K filed on February 28, 2022).
4.2	First Amendment to Equity Incentive Plan (incorporated by reference to Exhibit 4.2 to Form 8-K filed on December 15, 2023)
4.3	Amended and Restated Warrant Form (incorporated by reference as Exhibit 4.1 to Form 8-K filed on August 1, 2017).
4.4	Form of Common Stock Warrant (incorporated by reference as Exhibit 4.1 to Form 8-K filed on November 9, 2017).
4.5	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).
4.6	Warrant Agency Agreement (incorporated by reference as Exhibit 4.2 to Form 8-K filed on July 17, 2018).
4.7	Form of Series 2 Warrant (incorporated by reference as Exhibit 4.2 to Form 8-K filed on March 25, 2019).
4.8	Warrant dated May 1, 2020 (incorporated by reference as Exhibit 4.1 to Form 8-K filed on May 4, 2020).
4.9	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 April 17, 2023).
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 Hoffman 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 813.229.7600
101 East Kennedy Boulevard 813.229.1660 fax
Suite 2800
Tampa, Florida 33602

January 10, 2024

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have assisted Oragenics, Inc., a Florida corporation (the "Company") in connection with the preparation and filing of its Registration Statement on Form S-8 with the Securities and Exchange Commission pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), for the registration of an additional 1,000,000 shares of the common stock of the Company, par value \$.001 per share (the "Shares"), issuable under the Company's 2021 Equity Incentive Plan (the "Plan").

In connection with the following opinion, we have examined and have relied upon such documents, records, certificates, statements and instruments as we have deemed necessary and appropriate to render the opinion herein set forth.

On the basis of such examination and our consideration of those questions of law we considered relevant, and subject to the limitations and qualifications in this opinion, we are of the opinion that: (1) the Shares have been duly authorized by all necessary corporate action on the part of the Company; and (2) when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, and upon payment for and delivery of the Shares as contemplated in accordance with the Plan, and either (a) the countersigning of the certificate or certificates representing the Shares by a duly authorized signatory of the registrar for the Company's Common Stock, or (b) the book-entry of the Shares by the transfer agent for the Company's Common Stock in the name of The Depository Trust Company or its nominee, the Shares will be validly issued, fully paid and non-assessable.

We are admitted to practice in the State of Florida. This opinion letter is limited to the laws of the State of Florida, and the federal laws of the United States of America as such laws presently exist and to the facts as they presently exist. We express no opinion with respect to the effect or applicability of the laws of any other jurisdiction. We assume no obligation to revise or supplement this opinion letter should the laws of such jurisdictions be changed after the date hereof by legislative action, judicial decision or otherwise.

The undersigned hereby consents to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 and to the use of its name in the Registration Statement. In giving such consent we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated April 17, 2023, with respect to the consolidated financial statements of Oragenics, Inc. as of December 31, 2022 and 2021 and for each of the two years in the period ended December 31, 2022 (which report includes an explanatory paragraph regarding the existence of substantial doubt about the Company's ability to continue as a going concern), included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Mayer Hoffman McCann P.C.
San Diego, California
January 10, 2024

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)	1,000,000	\$ 5.95	\$ 5,950,000	147.60 per \$1,000,000	\$ 878.22(2)
	Total Offering Amounts						\$ 878.22
	Total Fee Offsets						N/A
	Net Fee Due						\$ 878.22

- (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) 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 January 5, 2024 as reported on NYSE American.