

**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 23, 2024
(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 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.

On January 23, 2024, Oragenics, Inc. (the “Company”), provided notice of its termination, effective January 30, 2024, of that certain At the Market Offering Agreement (the “Sales Agreement”) with Ladenburg Thalmann & Co. Inc. (“Ladenburg”) dated as of February 24, 2023 (the “Sales Agreement”). As previously reported, pursuant to the terms of the Sales Agreement, the Company could offer and sell shares of its common stock, par value \$0.001 per share, having aggregate offering sales proceeds of up to \$5,000,000 (the “Shares”), through Ladenburg (the “2023 ATM Offering Program”). The Company is not subject to any termination penalties related to the termination of the Sales Agreement.

The Company did not sell any Shares through the 2023 ATM Offering Program and therefore, did not receive any proceeds. Although the official termination of the Sales Agreement will take effect on January 30, 2024, the Company will not make any sales under the Sales Agreement.

ITEM 8.01. OTHER INFORMATION.

On January 23, 2024, the Company issued a press release to announce the termination of the Sales Agreement. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release Dated January 23, 2024.
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 this 23rd day of January 2024.

ORAGENICS, INC.
(Registrant)

BY: /s/ Janet Huffman
Janet Huffman
Chief Financial Officer

Orogenics Announces Termination of At-The-Market Offering Program

January 23, 2024

TAMPA, Fla.—(BUSINESS WIRE) — Orogenics, Inc. (NYSE American: OGEN) (“Orogenics” or the “Company”) today announced it has terminated its previously announced “at-the-market” (“ATM”) equity offering program.

The Company has initiated the 5-day termination process of the ATM offering, with the termination to take effect on January 30, 2024. The Company will make no sales under the ATM offering during this period.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, nor will there be any sale of the securities in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such

About Orogenics

Orogenics, 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. It’s ONP-002 product candidate is a fully synthetic neurosteroid being developed to treat Mild Traumatic Brain Injury (mTBI). Its NT-CoV2-1 product candidate is 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. For more information, please visit www.rogenics.com.

About ONP-002

ONP-002 is a fully synthetic neurosteroid being developed to treat mTBI. In preclinical studies, the drug demonstrated equivalent or better neuroprotective effects compared with related neurosteroids. Animal models of concussion showed the drug reduces the behavioral pathology associated with brain injury symptoms such as memory impairment, anxiety and motor/sensory performance. Additionally, ONP-002 is lipophilic and can cross the blood-brain barrier to rapidly eliminate swelling, oxidative stress and inflammation while restoring proper blood flow.

Orogenics, Inc.

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Source: Orogenics, Inc.

Released January 23, 2024
