

**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: February 12, 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)

1990 Main Street Suite 750
Sarasota, FL
(Address of principal executive offices)

34236
(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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Management Transition

On February 12, 2024, Oragenics, Inc. (the "Company") and Kimberly Murphy, the Company's Chief Executive Officer, entered into a mutually agreeable Separation Agreement (the "Separation Agreement"), pursuant to which Ms. Murphy's employment with the Company terminated effective February 12, 2024. Ms. Murphy will continue to serve as a member of the Company's board of directors (the "Board"). The Separation Agreement provides Ms. Murphy with the benefits under her employment agreement with the Company for a separation without cause. Ms. Murphy's resignation was not due to any disagreement with the Company on any matter related to its operations, policies, or practices.

The Board will provide direction to the Company during this transition in management, with Charlie Pope, the Company's Chairman of the Board, serving, on an interim basis, as Executive Chairman, effective immediately. In addition, effective February 12, 2024, the Board appointed Michael Redmond, the Company's President, as the Company's Interim Principal Executive Officer.

A copy of the February 12, 2024 press release announcing the foregoing management transition is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated February 12, 2024.
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 12th day of February, 2024.

ORAGENICS, INC.
(Registrant)

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

Oragenics, Inc. Announces Leadership Transition

(February 12, 2024, Sarasota, FL) Oragenics, Inc. (NYSE American: OGEN) (the “Company”), a company focused on developing unique, intranasal nanoparticle pharmaceuticals for the treatment of neurological disorders, today announced that, on February 12, 2024, the Company and Kimberly Murphy, the Company’s Chief Executive Officer, entered into a mutually agreeable Separation Agreement (the “Separation Agreement”), pursuant to which Ms. Murphy’s employment with the Company terminated effective February 12, 2024. Ms. Murphy will, however, continue to serve the Company as a member of the Company’s board of directors (the “Board”). The Separation Agreement provides Ms. Murphy with the benefits under her employment agreement with the Company for a separation without cause. Ms. Murphy’s resignation as an officer was not due to any disagreement with the Company on any matter related to its operations, policies or practices.

The Board will provide direction to the Company during this transition in management, with Charlie Pope, the Company’s Chairman of the Board, serving, on an interim basis, as Executive Chairman, effective immediately. In addition, effective February 12, 2024, the Board appointed Michael Redmond, the Company’s President, as the Company’s Interim Principal Executive Officer.

“We appreciate Ms. Murphy’s strategic leadership on the shift in the Company’s focus to its recently acquired neurology assets and look forward to her continued positive impact on and support of the Company as a director,” said Charles Pope, Executive Chairman of the Board.

About Oragenics

Oragenics, Inc. is a development-stage company focused on nasal delivery of pharmaceutical medications in neurology and fighting infectious diseases including coronaviruses and multidrug-resistant organisms. Its 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.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, including without limitation statements regarding the ability of the Company to timely and successfully undertake Phase II clinical trial using its novel drug - device combination for the treatment of mild Traumatic Brain Injury. 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 Company’s ability to advance the development of its product candidates, including the neurology assets, under the timelines and in accord with the milestones it projects; the Company’s ability to raise capital and obtain funding, non-dilutive or otherwise, for the development of its product candidates; the regulatory application process, research and development stages, and future clinical data and analysis relating to its product candidates, including any meetings, decisions by regulatory authorities, such as the FDA and investigational review boards, whether favorable or unfavorable; the Company’s ability to obtain, maintain and enforce necessary patent and other intellectual property protection; the nature of competition and development relating to concussion treatments; the Company’s expectations as to the outcome of preclinical studies and clinical trials and the potential benefits, activity, effectiveness and safety of its product candidates including as to administration, transmission, manufacturing, storage and distribution; 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 is as of the date hereof unless otherwise indicated. You should consider these factors in evaluating the forward-looking statements included 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.

Oragenics, Inc.

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LHA Investor Relations

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Source: Oragenics, Inc.