

**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 27, 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 7.01 REGULATION FD DISCLOSURE.

On February 27, 2024, the Company issued a press release announcing the pricing ("Pricing Press Release") of an underwritten public offering (the "Offering"), which occurred on February 27, 2024. A copy of the Pricing Press Release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1, attached hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.**Description**

99.1 [Pricing Press Release Dated, February 27, 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 28th day of February, 2024.

ORAGENICS, INC.
(Registrant)

BY: */s/ Janet Huffman*

Janet Huffman
Chief Financial Officer

Oragenics Announces Pricing of Public Offering

SARASOTA, Fla. – February 27, 2024 - Oragenics, Inc. (NYSE American: OGEN) (“Oragenics” or the “Company”), a company focused on developing unique, intranasal nanoparticle pharmaceuticals for the treatment of neurological disorders, today announced the pricing of an underwritten public offering of 1,400,000 shares of its common stock at a public offering price of \$1.50 per share, for gross proceeds of \$2.1 million, before deducting underwriting discounts and offering expenses payable by the Company. In addition, the Company has granted the underwriters a 45-day option to purchase up to an additional 210,000 shares of its common stock at the public offering price, less discounts, to cover over-allotments, if any. The offering is expected to close on March 1, 2024, subject to satisfaction of customary closing conditions.

The Company intends to use the net proceeds from the offering to fund the continued development of ONP-002, which is a unique neurosteroid drug compound intended to treat mild traumatic brain injuries also known as concussions, and for general corporate purposes and working capital.

ThinkEquity and Laidlaw & Company (UK) Ltd. are acting as joint book-running managers for the offering.

The securities are being offered and sold pursuant to a shelf registration statement on Form S-3 (File No. 333-269225), including a base prospectus, filed with the Securities and Exchange Commission (the “SEC”) on January 13, 2023 and declared effective on January 25, 2023. The offering is being made only by means of a written prospectus. A final prospectus supplement and accompanying base prospectus describing the terms of the offering will be filed with the SEC and available on its website at www.sec.gov. Copies of the final prospectus supplement and the accompanying base prospectus relating to the offering may also be obtained, when available, from the offices of ThinkEquity, 17 State Street, 41st Floor, New York, New York 10004.

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

About Oragenics

Oragenics is a development-stage biotechnology company focused on nasal delivery of pharmaceutical medications in neurology and fighting infectious diseases, including drug candidates for treating mild traumatic brain injury (mTBI), also known as concussion, and for treating Niemann Pick Disease Type C (NPC), as well as proprietary powder formulation and an intranasal delivery device. For more information, please visit www.oragenics.com.

Forward Looking Statements

This press release contains “forward-looking statements” that are subject to substantial risks and uncertainties. All statements, other than statements of historical fact, contained in this press release are forward-looking statements. Forward-looking statements contained in this press release may be identified by the use of words such as “anticipate,” “believe,” “contemplate,” “could,” “estimate,” “expect,” “intend,” “seek,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “target,” “aim,” “should,” “will” “would,” or the negative of these words or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on the Company’s current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate. These and other risks and uncertainties are described more fully in the Company’s public filings and in the documents incorporated or deemed to be incorporated by reference therein. Forward-looking statements contained in this announcement are made as of this date, and the Company undertakes no duty to update such information except as required under applicable law.

Oragenics, Inc.

Janet Huffman, Chief Financial Officer

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