

**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.)

1990 Main Street, Suite 750  
Sarasota, FL 34236  
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)

**Janet Huffman,**  
Chief Financial Officer.  
1990 Main Street, Suite 750  
Sarasota, FL 34236  
813-286-7900

(Name, Address and Telephone number of Agent for Service)

*Copies to:*

**Mark A. Catchur, Esquire**  
**Julio C. Esquivel, 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 2,000,000 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**

<b>Plan History</b>	<b>Date</b>	<b>Authorized Shares</b>	<b>Post-Split Shares</b>	<b>Registration Statement</b>
2021 Equity Incentive Plan	February 2022	10,000,000*	166,667	333-263821
First Amendment to 2021 Plan	December 2023	1,000,000	1,166,667	333-276460

\*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. On December 11, 2024, the Company's shareholders approved an increase in the number of authorized shares for issuance under the Plan from 1,166,667 shares to 3,166,667 shares or an additional 2,000,000 shares. This Registration Statement registers the additional 2,000,000 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) and Registration Statement on [Form S-8](#) filed January 10, 2024 (File No. 333-276460);
- the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on March 29, 2024;
- the Registrant's Quarterly Report on Form 10-Q for the quarters ended [March 31, 2024](#), [June 30, 2024](#), and [September 30, 2024](#), filed with the Commission on May 15, 2024, August 9, 2024 and November 13, 2024, respectively;
- the Registrant's Current Reports on Form 8-K, filed with the Commission on each of [January 2, 2024](#), [January 16, 2024](#), [January 23, 2024](#), [February 5, 2024](#), [February 7, 2024](#), [February 12, 2024](#), [February 28, 2024](#), [February 28, 2024](#), [March 1, 2024](#), [March 18, 2024](#), [April 16, 2024](#), [April 22, 2024](#), [May 7, 2024](#), [May 16, 2024](#), [May 17, 2024](#), [May 22, 2024](#), [May 23, 2024](#), [June 20, 2024](#), [June 26, 2024](#), [July 10, 2024](#), [July 22, 2024](#), [August 8, 2024](#), [August 12, 2024](#), [August 14, 2024](#), [August 16, 2024](#), [August 21, 2024](#), [September 5, 2024](#), [September 20, 2024](#), [October 9, 2024](#), [October 15, 2024](#), [October 16, 2024](#), [October 18, 2024](#) and [November 29, 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 16<sup>th</sup> day of December, 2024.

**Oragenics, Inc.**

By: /s/ Janet Huffman

Janet Huffman  
Chief Financial Officer and  
Principal Financial Officer

## POWER OF ATTORNEY

Each of the undersigned officers and directors of Oragenics, Inc., hereby constitutes and appoints Janet Huffman, as their true and lawful attorney-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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Janet Huffman</u> Janet Huffman	Chief Financial Officer, Interim Principal Executive Officer and Principal Accounting Officer	December 16, 2024
<u>/s/ Charles Pope</u> Charles L. Pope	Executive Chairman of the Board and Director	December 16, 2024
<u>/s/ Frederick W. Telling</u> Frederick W. Telling	Director	December 16, 2024
<u>/s/ Robert C. Koski</u> Robert C. Koski	Director	December 16, 2024
<u>/s/ Alan W. Dunton</u> Alan W. Dunton	Director	December 16, 2024
<u>/s/ John Gandolfo</u> John Gandolfo	Director	December 16, 2024
<u>/s/ Bruce Cassidy</u> Bruce Cassidy	Director	December 16, 2024

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#### EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	<a href="#">2021 Equity Incentive Plan (incorporated by reference as Exhibit 10.1 to Form 8-K filed on February 28, 2022).</a>
4.2	<a href="#">First Amendment to Equity Incentive Plan (incorporated by reference to Exhibit 4.2 to Form 8-K filed on December 15, 2023)</a>
4.3	<a href="#">Second Amendment to Equity Incentive Plan.</a>
4.4	<a href="#">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).</a>
4.5	<a href="#">Warrant Agency Agreement (incorporated by reference as Exhibit 4.2 to Form 8-K filed on July 17, 2018).</a>
4.6	<a href="#">Warrant dated May 1, 2020 (incorporated by reference as Exhibit 4.1 to Form 8-K filed on May 4, 2020).</a>
4.7	<a href="#">Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.1 to Form 8-K filed on September 5, 2024</a>
4.8	<a href="#">Form of Placement Agent Warrant. (incorporated by reference to Exhibit 4.2 to Form 8-K filed on September 5, 2024.</a>
4.9	<a href="#">Warrant Agency Agreement (incorporated by reference to Exhibit 4.3 to Form 8-K filed on September 5, 2024</a>
4.10	<a href="#">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).</a>
5.1	<a href="#">Opinion of Shumaker, Loop &amp; Kendrick, LLP, as to the legality of the securities being registered.</a>
23.1	<a href="#">Consent of Independent Registered Public Accounting Firm, Cherry Bekaert, LLP.</a>
23.2	<a href="#">Consent of Independent Registered Public Accounting Firm, CBIZ CPAs P.C.</a>
23.3	<a href="#">Consent of Shumaker, Loop &amp; Kendrick, LLP to the use of their opinion as an Exhibit to this Registration Statement is included in the opinion filed herewith as Exhibit 5.1.</a>
24.1	<a href="#">Power of Attorney (included with the signature page to this Registration Statement).</a>
107	<a href="#">Filing Fee Table.</a>

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**SECOND AMENDMENT TO  
ORAGENICS, INC.  
2021 EQUITY INCENTIVE PLAN**

This Second Amendment to the 2021 Equity Incentive Plan (the **'Second Amendment'**) is made pursuant to Section 13 of the 2021 Incentive Plan (the **'2021 Plan'**).

**Recitals:**

**WHEREAS**, the 2021 Plan was adopted by the Company and approved by the shareholders on February 25, 2022; and

**WHEREAS**, 10,000,000 shares were originally authorized to be issued under the 2021 Incentive Plan;

**WHEREAS**, the Company effected a 1-for-60 reverse split of the Company's authorized shares of common stock and issued and outstanding shares of common stock, including shares under the 2021 Plan, with an effective date of January 20, 2023 (the **"Reverse Stock Split"**);

**WHEREAS**, after the Reverse Stock Split, the shares available for issuance under the 2021 Plan was 166,667 shares of common stock;

**WHEREAS**, on December 14, 2023, the Company's shareholders approved an amendment (the **'First Amendment'**) to increase the shares available under the 2021 Plan by 1,000,000 shares; and

**WHEREAS**, the Board of Directors believes it would be in the best interest of the Company and its shareholders to increase the authorized shares available under the 2021 Plan by an additional 2,000,000 shares.

**NOW THEREFORE**, Section 2(a) titled "Share reserve" is hereby amended and restated as follows:

- (a) **Share Reserve.** Subject to adjustment in accordance with Section 2(d) and any adjustments as necessary to implement any Capitalization Adjustments, the aggregate number of shares of Common Stock that may be issued pursuant to Awards will not exceed the sum of (i) 3,166,667 new shares, plus (ii) the Prior Plan's Available Reserve; plus, (iii) the number of Returning Shares, if any, as such shares become available from time to time.

All other terms and conditions of the 2021 Plan not otherwise modified hereby shall remain in full force and effect. The Second Amendment was approved by the Board of Directors on October 8, 2024 and approved by the Company's shareholders on December 11, 2024.

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**SHUMAKER**  
Shumaker, Loop & Kendrick, LLP

Bank of America Plaza 813.229.7600  
101 East Kennedy Boulevard 813.229.1660 fax  
Suite 2800  
Tampa, Florida 33602

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www.shumaker.com

December 16, 2024

Oragenics, Inc.  
1990 Main Street Suite 750  
Sarasota, Florida 34236

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 2,000,000 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

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**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in this Registration Statements on Form S-8 of Oragenics, Inc. (the "Company") of the report dated March 28, 2024 relating to the consolidated financial statements of the Company and its subsidiaries as of and for the year ended December 31, 2023 (which report includes an explanatory paragraph relating to a going concern uncertainty) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission.

*/s/ Cherry Bekaert, LLP* \_\_\_\_\_

Tampa, Florida

December 16, 2024

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**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. (the "Company") as of December 31, 2022 and for the year then ended (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 Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ CBIZ CPAs P.C.<sup>1</sup>

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San Diego, California  
December 16, 2024

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<sup>1</sup> In certain jurisdictions, CBIZ CPAs P.C. operates under its previous name, Mayer Hoffman McCann P.C.

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**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)	2,000,000	\$ 0.333	\$ 666,000	153.10 per \$ 1,000,000	\$ 101.96(2)
	Total Offering Amounts						\$ 101.96
	Total Fee Offsets						N/A
	Net Fee Due						\$ 101.96

(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 December 12, 2024 as reported on NYSE American.