

**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: December 11, 2024
(Date of earliest event reported)

Orogenics, 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.

(b) and (c) Termination of Interim Principal Executive Officer and President; Appointment of New Interim Principal Executive Officer and President

As previously disclosed, the Company has elected not to renew J. Michael Redmond's Employment Agreement dated December 28, 2023. Effective December 16, 2024, the Company terminated the employment of J. Michael Redmond, the Company's Interim Principal Executive Officer and President, and appointed the Company's Chief Financial Officer, Janet Huffman, to serve as the Company's new Interim Principal Executive Officer and President until such time as the Company retains a new Chief Executive Officer and President. Ms. Huffman has served as the Company's Chief Financial Officer since March 6, 2023.

(e) Compensatory Arrangements of Certain Officers.

As reported below under Item 5.07 of this Current Report, Orogenics, Inc. (the "Company") held its annual meeting of shareholders on December 11, 2024 (the "Annual Meeting"), at which meeting the Company's shareholders approved an amendment (the "Plan Amendment") to the Company's 2021 Plan (the "2021 Plan") to increase the aggregate number of shares available for the grant of awards by 2,000,000 shares to a total of 3,166,667 shares. The foregoing description of the Plan Amendment

does not purport to be complete and is qualified in its entirety by reference to the complete text of the 2021 Plan and Plan Amendment, copies of which are filed as Exhibit 4.1 and 4.3, respectively to this Current Report and are incorporated by reference herein.

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) The Annual Meeting was held on December 11, 2024.

(b) At the Annual Meeting the following proposals were voted on by our shareholders:

PROPOSAL I: Election of Directors.

Mr. Charles Pope, Dr. Frederick Telling, Mr. Robert Koski, Dr. Alan Dunton, Mr. John Gandolfo and Mr. Bruce Cassidy were each re-elected as Directors, to serve until our next annual meeting of shareholders or until their respective successors are elected and qualified or until their earlier resignation, removal from office or death. The votes were as follows:

	For	Withheld	Broker Non-Votes
Charles Pope	2,204,841	177,780	2,183,106
Dr. Frederick Telling	2,143,305	237,028	2,183,106
Dr. Alan Dunton	2,202,081	180,540	2,183,106
Robert Koski	2,197,291	185,330	2,183,106
John Gandolfo	2,209,360	173,261	2,183,106
Bruce Cassidy	2,083,887	296,446	2,183,106

PROPOSAL II: To conduct a non-binding advisory vote on executive compensation. The votes were as follows:

FOR	1,931,906
AGAINST	365,871
ABSTAIN	84,844
BROKER NON-VOTES	2,183,106

PROPOSAL III: To approve an amendment to the Company's 2021 Equity Incentive Plan to increase the number of common shares available for issuance under the 2021 Equity Incentive Plan from 1,166,667 shares of Common Stock to 3,166,667 shares of Common Stock. The votes were as follows:

FOR	1,470,156
AGAINST	861,173
ABSTAIN	51,292
BROKER NON-VOTES	2,183,106

PROPOSAL IV: Ratification of the selection of Cherry Bekaert LLP as the Company's independent auditors for the year ending December 31, 2024. The votes were as follows:

FOR	4,254,641
AGAINST	269,101
ABSTAIN	41,985

ITEM 8.01. OTHER INFORMATION.

On December 16, 2024, Oragenics, Inc. (the "Company") issued a press release announcing the conversion of its Series A Preferred Stock and Series B Preferred Stock into Common Stock. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.	Description
4.1	2021 Equity Incentive Plan.
4.2	First Amendment to 2021 Equity Incentive Plan.
4.3	Second Amendment to 2021 Equity Incentive Plan
99.1	Press Release dated December 16, 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 16th day of December, 2024.

ORAGENICS, INC.
(Registrant)

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

**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.

Oragenics, Inc. Announces Conversion of Preferred Shares and Elimination of Liquidation Preference

Sarasota, FL – December 16, 2024 – Oragenics, Inc. (NYSE: OGEN), a biotechnology company advancing innovative treatments for brain-related health conditions, today announced the conversion of its remaining outstanding convertible Series A and Series B Preferred Shares into common stock. The conversion helps simplify the company's capital structure and eliminates approximately \$2.35 million in liquidation preference, effectively removing a significant overhang on the company's stock.

Holders of the Company's remaining 5,417,000 Series A Preferred Shares and 4,050,000 Series B Preferred Shares exercised their right to convert their shares into a total of approximately 22,000 common shares. The Series A and B Preferred Shares, which carried no voting rights, have now been fully retired.

"This conversion is a pivotal step for Oragenics as we simplify our financial structure and strengthen our foundation for future growth," said Janet Huffman, Chief Financial Officer of Oragenics. "Eliminating the liquidation preference removes a significant overhang on our stock, aligning with our commitment to creating long-term value for shareholders and positioning us to focus on advancing our innovative pipeline of treatments for neurological and rare diseases."

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 communication contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. 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, those described in our Form 10-K and other filings with the U.S. Securities and Exchange Commission. All information set forth in this press release is as of the date hereof. You should consider these factors in evaluating the forward-looking statements included in this press release 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.

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