

UNITED STATES
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 Executive 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 3,060,628 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

Plan History	Date	Authorized Shares	Post-Split January 2023	Post-Split June 2025	Registration Statement
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2021 Equity Incentive Plan	February 2022	10,000,000*	166,667	5,556	333-263821
First Amendment to 2021 Plan	December 2023	1,000,000	1,166,667	38,889	333-276460
Second Amendment to 2021 Plan	December 2024	2,000,000	3,166,667	105,556	333-283841
Third Amendment to 2021 Plan	August 2025	3,060,628		3,166,667	

*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. On May 2, 2025, the Company's shareholders approved (i) an amendment to the Company Articles of Incorporation to effect a reverse stock split in a ratio of One-for-Five (1-for 5) to One-for Fifty (1-for 50), with such ratio to be determined in the discretion of the Company's Board of Directors and (ii) 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 3,166,667 shares of Common Stock, as reduced by any reverse stock split implemented by the Company's Board of Directors, back up to 3,166,667 shares of Common Stock after the implementation of such reverse stock split. On June 3, 2025, the Company effected a 1-for-30 reverse stock split and the amounts reflected prior to the June 2025 reverse split have been adjusted for such reverse split. Accordingly, this Registration Statement registers an additional 3,060,628 shares approved by the Company's shareholders in order bring the shares available under the 2021 Equity Incentive Plan back to 3,166,667.

Pursuant to General Instruction E to Form S-8, the contents of the previously filed Registration Statement, on Form S-8 (No. 333-263821), filed on March 24, 2022, are incorporated herein by reference herein, 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), Registration Statement on [Form S-8](#) filed January 10, 2024 (File No. 333-276460) and Registration Statement on Form S-8 filed on December 16, 2024;
- the Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2024, filed with the Commission on March 14, 2025;
- the Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025 filed with the Commission on [May 9, 2025](#) and [August 8, 2025](#), respectively; and
- the Registrant's Current Reports on Form 8-K, filed with the Commission on each of [January 17, 2025](#), [January 21, 2025](#), [February 5, 2025](#), [February 18, 2025](#), [March 6, 2025](#), [March 27, 2025](#), [April 9, 2025](#), [May 2, 2025](#), [May 20, 2025](#), [May 28, 2025](#), [July 2, 2025](#) and [August 11, 2025](#).

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 and 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 607.0850 of the Florida Business Corporation Act (the "FBCA") permits, in general, a Florida corporation to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or served another entity in any capacity at the request of the corporation, against liability incurred in connection with such proceeding, including the estimated expenses of litigating the proceeding to conclusion and the expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, if such person acted in good faith in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation and, in criminal actions or proceedings, additionally had no reasonable cause to believe that his or her conduct was unlawful. Section 607.0850(6) of the FBCA permits the corporation to pay such costs or

expenses in advance of a final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification under the FBCA. Section 607.0850 of the FBCA provides that the indemnification and advancement of expense provisions contained in the FBCA shall not be deemed exclusive of any rights to which a director or officer seeking indemnification or advancement of expenses may be entitled.

As provided in our bylaws and under Florida law, our Directors shall not be personally liable to our company or any other person for monetary damages for breach of duty of care or any other duty owed to our company as a Director, unless the breach of or failure to perform those duties constitutes:

- a violation of criminal law, unless the Director had reasonable cause to believe his conduct was lawful, or had no reasonable cause to believe his conduct was unlawful;
- a transaction from which the Director received an improper personal benefit, directly or indirectly;
- in a proceeding by or in the right of our company or a shareholder, an act or omission which involves a conscious disregard for the best interests of our company or which involves willful misconduct;
- in a proceeding by or in the right of someone other than our company or a shareholder, an act of recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property; or
- a distribution made in violation of Florida law.

Our bylaws provide that we are required to indemnify any Director, officer, employee or agent made a party to a proceeding because he is or was our Director, officer, employee or agent against liability incurred in the proceeding if he acted in good faith and in a manner the Director reasonably believed to be in or not opposed to our best interests and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Our bylaws and Florida law also provide that we shall indemnify a Director, officer, employee or agent who has been successful on the merits or otherwise in the defense of any proceeding to which he was a party, or in defense of any claim, issue or matter therein, because he is or was a Director, officer, employee or agent of our company against expenses actually and reasonably incurred by him in connection with such defense.

The FBCA also empowers a corporation to provide insurance for directors and officers against liability arising out of their positions, even though the insurance coverage may be broader than the corporation's power to indemnify. We maintain directors' and officers' liability insurance for the benefit of our directors and officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

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 Sarasota, State of Florida this 25th day of August, 2025.

Oragenics, Inc.

By: /s/ Janet Huffman

Janet Huffman
Chief Executive Officer Chief Financial Officer,
Principal Executive 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.

Signature	Title	Date
<u>/s/ Janet Huffman</u> Janet Huffman	Chief Executive Officer, Chief Financial Officer, Principal Executive Officer and Principal Accounting Officer	August 25, 2025
<u>/s/ Charles Pope</u> Charles L. Pope	Chairman of the Board and Director	August 25, 2025
<u>/s/ Frederick W. Telling</u> Frederick W. Telling	Director	August 25, 2025
<u>/s/ Robert C. Koski</u> Robert C. Koski	Director	August 25, 2025
<u>/s/ Alan W. Dunton</u> Alan W. Dunton	Director	August 25, 2025
<u>/s/ John Gandolfo</u>	Director	August 25, 2025

EXHIBIT INDEX

Exhibit Number	Exhibit Description
4.1	<u>Amended and Restated Articles of Incorporation as amended prior to December 29, 2017 (including certificates of designation of Series A, B and C Preferred Stock). (incorporated by reference as Exhibit 3.1 to Form 8-K filed on December 29, 2017)</u>
4.2	<u>Articles of Amendment to Amended and Restated Articles of Incorporation dated effective December 29, 2017 (incorporated by reference as Exhibit 3.2 to Form 8-K filed on December 29, 2017)</u>
4.3	<u>Articles of Amendment to Amended and Restated Articles of Incorporation effective January 19, 2018 (incorporated by reference as Exhibit 3.1 to Form 8-K filed on January 1, 2018)</u>
4.4	<u>Articles of Amendment to Amended and Restated Articles of Incorporation (incorporated by reference as Exhibit 3.4 to Form 8-K filed on June 26, 2018)</u>
4.5	<u>Articles of Amendment to Amended and Restated Articles of Incorporation (incorporated by reference as Exhibit 3.5 to Form 8-K filed on February 28, 2022)</u>
4.6	<u>Articles of Amendment to Amended and Restated Articles of Incorporation (incorporated by reference as Exhibit 3.1 to Form 8-K filed on January 23, 2023)</u>
4.7	<u>Amendment to Articles of Incorporation to Increase Common Stock (incorporated by reference as Exhibit 3.1 to Form 8-K filed on December 8, 2023)</u>
4.8	<u>Amendment to Articles of Incorporation to Effectuate Reverse stock Split (incorporated by reference as Exhibit 3.1 to Form 8-K filed on December 15, 2023)</u>
4.9	<u>Bylaws (incorporated by reference as Exhibit 3.2 to the Registration Statement on form SB-2 filed on December 16, 2002)</u>
4.10	<u>First Amendment to Bylaws (incorporated by reference as Exhibit 3.1 to Form 8-K filed on June 9, 2010)</u>
4.11	<u>Second Amendment to Bylaws (incorporated by reference as Exhibit 3.1 to Form 8-K filed on August 24, 2010)</u>
4.12	<u>Third Amendment to Bylaws (incorporated by reference as Exhibit 3.9 to Form 8-K filed on February 28, 2022)</u>
4.13	<u>2021 Equity Incentive Plan (incorporated by reference as Exhibit 10.1 to Form 8-K filed on February 28, 2022).</u>
4.14	<u>First Amendment to Equity Incentive Plan (incorporated by reference to Exhibit 4.2 to Form 8-K filed on December 15, 2023)</u>
4.15	<u>Second Amendment to Equity Incentive Plan (incorporated by reference to Exhibit 4.3 to Form 8-K filed on December 16, 2024)</u>
4.16	<u>Third Amendment to Equity Incentive Plan</u>
4.17	<u>Form Stock Option Award Agreement (Directors) (incorporated by reference to Exhibit 10.2 to Form 8-K filed on February 28, 2022)</u>
4.18	<u>Form Stock Option Award Agreement (Employees) (incorporated by reference to Exhibit 10.3 to Form 8-K filed on February 28, 2022)</u>
4.19	<u>Form Stock Option Award Agreement (Consultants) (incorporated by reference to Exhibit 10.4 to Form 8-K filed on February 28, 2022)</u>
4.20	<u>.Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 incorporated by reference to Exhibit 4.8 to the Company's Annual Report on Form 10-K filed on March 29, 2024.</u>
5.1	<u>Opinion of Shumaker, Loop & Kendrick, LLP, as to the legality of the securities being registered.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm, Cherry Bekaert, LLP.</u>
23.3	<u>Consent of Shumaker, Loop & 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.</u>
24.1	<u>Power of Attorney (included with the signature page to this Registration Statement).</u>
107	<u>Filing Fee Table.</u>

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

This Plan Amendment to the 2021 Equity Incentive Plan (the **‘Plan 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 **‘Prior Reverse Stock Split’**);

WHEREAS, after the Prior 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, on December 11, 2024, the Company’s shareholders approved an amendment (the **‘Plan Amendment’**) to increase the shares available under the 2021 Plan by 2,000,000 shares; and

WHEREAS, in connection with a proposed new Reverse Stock Split, the Board of Directors believes it would be in the best interest of the Company and its shareholders to set the authorized shares available under the 2021 Plan to 3,166,667 shares, after any Reverse Stock Split is enacted.

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 Third Amendment was approved by the Board of Directors on March 18, 2025 and submitted to the Company’s shareholders for approval in connection with the Company’s Annual Meeting of Shareholders on May 2, 2025.

August 25, 2025

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 3,060,628 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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Oragenics, Inc. (the “Company”) of our report dated March 14, 2025, related to the consolidated financial statements of the Company as of and for the years ended December 31, 2024, and 2023.

/s/ Cherry Bekaert, LLP

Tampa, Florida

August 25, 2025

CALCULATION OF REGISTRATION FEE

Form S-8

(Form Type)

Oragenics, 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 (2)(3)	Fee Rate	Amount Of Registration Fee
Equity	Common Stock, par value \$0.001 per share (1)(2)(3)	Rule 457(c) and (h)	3,060,628	\$ 1.06	\$ 3,244,265.68	153.10 per \$ 1,000,000	\$ 496.70(2)
Total Offering Amounts						3,244,265.68	\$ 496.70
Total Fee Offsets							496.70
Net Fee Due							\$ 0.00

Table 2: Fee Offset Claims and Sources

Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rule 457(p)										
Fee Offset Claims	Oragenics, Inc.	S-1	333-288225-	June 23, 2025	\$ 496.70	Equity	Shares of Series H Preferred Stock, no par value	140,000	\$ 3,500,000	
Fee Offset Sources	Oragenics, Inc.	S-1	333-288225-	June 23, 2025						\$ 496.70

- (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 Oragenics, 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 August 20, 2025, as reported on NYSE American.
- (3) On June 23, 2025, the Registrant filed a Registration Statement on Form S-1 (File No. 333-288225) (the “Prior Registration Statement”). The Prior Registration Statement registered a maximum aggregate offering price of \$20,000,000 of Units, consisting of Series H Preferred Stock and Series H Preferred Stock Warrants. The Prior Registration Statement also registered a maximum aggregate offering price of \$20,000,000 for Series H Preferred Stock underlying the Series H Preferred Stock Warrants. The Series H Preferred Stock Warrants are exercisable into shares of Series H Preferred at \$25.00 per share. The Company sold \$16,500,000 Units and only \$16,500,000 of the \$20,000,000 registered Series H Preferred Warrants would be exercisable into Series H Preferred Stock. In accordance with Rule 457(p) under the Securities Act, the Registrant is using a portion of the unused filing fees associated with the Prior Registration Statement to offset the filing fee payable in connection with this filing.