

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: January 22, 2026  
(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)

9015 Town Center Parkway  
Suite 143  
Lakewood Ranch  
(Address of principal executive offices)

34202  
(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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

As previously disclosed, on October 11, 2024, Orogenics, Inc. (the “Company”) entered into an At-the-Market Sales Agreement (the “Sales Agreement”) with Dawson James Securities Inc. (“Dawson James” or the “Sales Agent”) pursuant to which the Company may issue and sell, from time to time, shares of its common stock (the “Shares”), depending on market demand, with the Sales Agent acting as the sales agent or principal (the “Offering”). Sales of the Shares may be made by any method permitted by law deemed to be an “at the market offering” as defined in Rule 415(a)(4) of the Securities Act of 1933, as amended (the “Securities Act”), including, without limitation, sales made directly on or through the NYSE American.

On January 22, 2026, the Company and Sales Agent entered into an amendment to the Sales Agreement (the “Amendment”), to extend the term of the Sales Agreement to expire at the earlier of (i) the issuance and sale of all of the Shares to or through the Sales Agent and (ii) the later of (X) the expiration of the Company’s Shelf Registration Statement on Form S-3 to be filed pursuant to Rule 415(a)(5) under the Securities Act and (Y) the expiration of any replacement registration statement filed with the Securities and Exchange Commission pursuant to Rule 415(a)(6) under the Securities Act. The remaining terms, conditions and covenants of the Sales Agreement remain in full force and effect and unaffected by the Amendment.

The foregoing description of the Sales Agreement and Amendment does not purport to be complete and is qualified in its entirety by reference to the Sales Agreement and Amendment, which is filed as Exhibit 1.1 and Exhibit 1.2, respectively to this report and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	<a href="#">Sales Agreement, dated October 11, 2024, between Oragenics, Inc. and Dawson James Securities, Inc. (incorporated by reference as Exhibit 1.1 to Form 8-K filed on October 11, 2024)</a>
1.2*	<a href="#">Amendment to Sales Agreement, dated January 22, 2026, between Oragenics, Inc. and Dawson James Securities, Inc.</a>
104	Cover page Interactive Data File (embedded in the cover page formatted in Inline XBRL)

\* Filed herewith.

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**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 22<sup>nd</sup> day of January 2026.

**ORAGENICS, INC.**  
**(Registrant)**

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

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**FIRST AMENDMENT TO ATM SALES AGREEMENT**

This First Amendment to ATM Sales Agreement (this “**Amendment**”) is effective as of January 22, 2026 (the “**Effective Date**”), by and between Oragenics, Inc., a Florida corporation (the “**Company**”), and Dawson James Securities, Inc. (the “**Sales Agent**”) (Company and Sales Agent may be referred to hereinafter individually, as a “**Party**” or collectively, as the “**Parties**”).

**WHEREAS**, the Company and Sales Agent entered into that certain ATM Sales Agreement (the “**Agreement**”) on October 11, 2024; and

**WHEREAS**, the Company and Sales Agent wish to extend the term of the Agreement as set forth herein and to otherwise maintain all of the terms and conditions of the Agreement.

**NOW THEREFORE**, in consideration of the mutual covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Amendment. Section 11(d) of the Agreement is deleted in its entirety and replaced with the following:

(d) Unless earlier terminated pursuant to this Section 11, this Agreement shall automatically terminate upon the earlier to occur of (i) issuance and sale of all of the Placement Shares to or through the Sales Agent on the terms and subject to the conditions set forth herein and (ii) the later of (X) the expiration of the Registration Statement pursuant to Rule 415(a)(5) under the Securities Act of 1933, as amended (the “**Act**”) and (Y) the expiration of any replacement registration statement filed with the Securities and Exchange Commission pursuant to Rule 415(a)(6) under the Act; *provided that the provisions of Section 7(g), Section 9, Section 10, Section 11(f), Section 16 and Section 17 hereof shall remain in full force and effect notwithstanding such termination.*

2. Other Provisions Unaffected. Except as expressly modified and amended herein, all terms, conditions and covenants set forth in the Agreement are hereby reaffirmed and shall remain in full force and effect and unaffected by this Amendment; provided, however, that to the extent of any inconsistency between the terms of this Amendment and the Agreement, this Amendment shall control.

3. Counterparts. This Agreement may be executed in any number of counterparts and it shall not be necessary for the parties to execute any of the same counterparts hereof. Counterparts to this Agreement may be delivered via facsimile, electronic mail (including pdf) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

*[Remainder of this page intentionally left blank; signatures to follow]*

**IN WITNESS WHEREOF**, the Parties have executed this Agreement to be effective as of the day and year first written above.

**COMPANY**

**Oragenics, Inc.**

By: /s/ Janet Huffman

Name: Janet Huffman

Title: CEO and CFO

**SALES AGENT**

**Dawson James Securities, Inc.**

By: /s/ Robert D. Keyser

Name: Robert D. Keyser

Title: Chief Executive Officer

*[Signature Page to Amendment to ATM Sales Agreement]*