

**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: May 27, 2025
(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 3.03. Material Modification to the Rights of Security Holders.

Reverse Stock Split

To the extent required by Item 3.03 of Form 8-K, the information regarding the Reverse Stock Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 27, 2025, Oragenics, Inc. (the “**Company**”) filed Articles of Amendment (the “**Amendment**”) to its Amended and Restated Articles of Incorporation, as amended, with the Secretary of State of Florida to effect a One-for-Thirty (1-for-30) reverse stock split (the “**Reverse Stock Split**”) of the Company’s shares of Common Stock, \$0.001, par value (the “**Common Stock**”). The Company anticipates that the Reverse Stock Split will become effective at 12:01 a.m. Eastern Time on June 3, 2025 (the

“Effective Time”) and that the Common Stock will be quoted on NYSE American Stock Market (the “NYSE American”) on a post-split basis at the open of business on June 3, 2025.

The Company’s shareholders approved the Reverse Stock Split at the Company’s 2024 Annual Meeting of Stockholders held on May 2, 2025, at a ratio between 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 (the “Board”) and with such reverse stock split to be effected at such time and date as determined by the Board in its sole discretion. On May 27, 2025, the Board selected the One-for-Thirty reverse stock split ratio.

Reason for the Reverse Stock Split

The Reverse Stock Split was effected to enable the Company to expeditiously meet the continued listing standards of the NYSE American and to reduce the risk of the Company being delisted from the NYSE American due to the trading price of its Common Stock falling below the price that the NYSE American views as low.

Effects of the Reverse Stock Split

Split Adjustment; No Fractional Shares. At the Effective Time, the total number of shares of the Company’s Common Stock held by each shareholder will be converted automatically into the number of whole shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by such shareholder immediately prior to the Reverse Stock Split, divided by (ii) 30. No fractional shares will be issued, and no cash or other consideration will be paid. Instead, the Company will issue one whole share of the post-Reverse Stock Split Common Stock to any shareholder who otherwise would have received a fractional share as a result of the Reverse Stock Split.

Capitalization. Prior to the Effective Time of the Articles of Amendment to effect the Reverse Stock Split, the Company was authorized to issue 350,000,000 shares of Common Stock. The Reverse Stock Split does not affect the authorized shares. As a result of the Reverse Stock Split, the Company remains authorized to issue 350,000,000 shares of Common Stock. As of January 20, 2023 (immediately prior to the Effective Time), there were 21,475,289 shares of Common Stock outstanding. As a result of the Reverse Stock Split, immediately after the Effective Time there will be approximately 715,843 shares of Common Stock outstanding (subject to adjustment due to the effect of rounding fractional shares into whole shares). The Reverse Stock Split will not have any effect on the stated par value of the Common Stock.

The Reverse Stock Split does not affect the Company’s authorized preferred stock, except to affect, where applicable, the conversion rates of such preferred stock. After the Reverse Stock Split, the Company’s authorized preferred Stock of 50,000,000 shares remained unchanged. Additionally, the Reverse Stock Split will not affect the par value of the preferred stock, or previously designated series of preferred stock, except to affect, where applicable, the conversion rates of such outstanding preferred stock.

Each shareholder’s percentage of ownership interest in the Company and proportional voting power remains virtually unchanged as a result of the Reverse Stock Split, except for minor changes and adjustments that will result from rounding fractional shares into whole shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Stock Split.

As a result of the reverse stock split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options and warrants issued by us and outstanding immediately prior to the Effective Time, which will result in a proportionate decrease in the number of shares of our Common Stock reserved for issuance upon exercise or vesting of such stock options and warrants, and, in the case of stock options and warrants, a proportionate increase in the exercise price of such outstanding stock options and warrants.

Symbol; CUSIP Number. In connection with the Reverse Stock Split, the Company’s shares of Common Stock continue to trade on the NYSE American under the symbol “OGEN” but trade under a new CUSIP Number, 684023 609.

Non-Certificated Shares. Shareholders who are holding their shares in electronic form at brokerage firms do not have to take any action as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts.

Transfer Agent and Certificated Shares. The Company’s transfer agent, Continental Stock Transfer & Trust Company, is acting as exchange agent for the Reverse Stock Split and will send instructions to shareholders of record regarding the exchange of certificates for Common Stock.

Please contact Continental Stock Transfer & Trust Company at the address given below for further information, related costs and procedures before sending any certificates.

Continental Stock Transfer & Trust Company

1 State Street – 30th Floor

New York, New York 10004

917-262-2378

The foregoing descriptions of the Amendment and the Reverse Stock Split set forth above do not purport to be complete and are qualified in their entirety by reference to the Amendment and the definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 1, 2025 (the “Proxy Statement”). A copy of the Amendment is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

The disclosures set forth in Item 3.03 of this Current Report on Form 8-K are incorporated into this Item 8.01 by reference.

On May 27, 2025, the Company issued a press release announcing the Reverse Stock Split. A copy of that press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements And Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Amendment to Amended and Restated Articles of Incorporation.
99.1	Press Release dated May 28, 2025.

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 May, 2025.

ORAGENICS, INC.
(Registrant)

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

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
ORAGENICS, INC.**

(Document Number P96000091949)

Oragenics, Inc. (the “Corporation”), does hereby certify that the Corporation’s Articles of Incorporation originally filed with the Florida Department of State on November 6, 1996, as amended and restated on May 8, 2002, as further amended by those certain amendments filed October 28, 2009, September 22, 2010, August 30, 2011, June 2, 2014, January 10, 2017, May 8, 2017, November 8, 2017, December 5, 2017, December 29, 2017, January 16, 2018, June 22, 2018, July 13, 2018, February 25, 2022, January 11, 2023, July 21, 2023, December 4, 2023, December 14, 2023 and March 14, 2025, are hereby further amended pursuant to Section 607.1006 of the Florida Business Corporation Act of the State of Florida.

The Corporation does hereby further certify that this amendment was duly adopted by the Corporation’s Board of Directors and by the shareholders of the Corporation in accordance with the applicable provisions of Section 607.0725 of the Florida Business Corporation Act of the State of Florida. The Corporation’s Board of Directors adopted this amendment on March 18, 2025 and recommended that this amendment be adopted by the Corporation’s shareholders. This amendment was adopted by the shareholders on May 2, 2025, and the number of votes cast for the amendment by the shareholders was sufficient for approval. This amendment shall become effective on June 3, 2025 at 12:01 a.m. (the “Effective Time”).

The Amended and Restated Articles of Incorporation of the Corporation, as amended, are amended as follows:

The first paragraph of Article II of the Amended and Restated Articles of Incorporation, as amended, shall be deleted in its entirety and replaced with the following:

“*Capital Stock*: The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 400,000,000 shares, consisting of (i) 350,000,000 shares of common stock, par value \$0.001 per share (“Common Stock”) and (ii) 50,000,000 shares of preferred stock, no par value (“Preferred Stock”).”

At the Effective Time, each thirty (30) shares of the Corporation’s common stock, par value \$0.001 per share, issued immediately prior to the Effective Time (the “Old Common Stock”) (including the number of shares of common stock issuable upon exercise or conversion of all issued and outstanding, options, warrants and convertible securities of every kind, including all options, shares outstanding and authorized for issuance under the Corporation’s 2021 Equity Incentive Plan) will automatically and without any action on the part of the respective holders thereof, be combined and reclassified into one (1) share of common stock, par value \$0.001 per share (the “New Common Stock”) (and such combination and conversion, the “Reverse Stock Split”). Notwithstanding the immediately preceding sentence, no fractional shares of New Common Stock shall be issued to the holders of record of Old Common Stock in connection with the Reverse Stock Split and each fractional share resulting from the Reverse Stock Split shall be automatically rounded up to the nearest whole number. Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified.

The amendment to the Amended and Restated Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series. The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the Chief Executive Officer of the Corporation, has executed these Articles of Amendment as of May 27, 2025.

/s/ Janet Huffman

Janet Huffman, Chief Executive Officer



May 28, 2025

Oragenics, Inc. Announces One-for-Thirty Reverse Stock Split

SARASOTA, FL. (May 28, 2025) – Oragenics, Inc. (NYSE American: OGEN) (“Oragenics” or the “Company”), a biotech company advancing innovative treatments for brain-related health conditions, today announced that its Board of Directors (the “Board”) on May 27, 2025 approved a One-for-Thirty (1-for-30) reverse stock split of the Company’s issued and outstanding shares of common stock, par value \$0.001 per share (the “Reverse Stock Split”). As a result of the Reverse Stock Split, the Company’s common stock is expected to begin trading on a split-adjusted basis when the markets open on June 3, 2025.

As a result of the Reverse Stock Split, every 30 pre-split shares of common stock outstanding will automatically combine into one new share of common stock without any action on the part of holders. Any fractional shares resulting from the Reverse Stock Split will be rounded up to the nearest whole share on a per shareholder basis. Proportionate adjustments will be made to (i) shares of common stock issuable upon exercise or conversion of all issued and outstanding options, warrants and convertible securities of every kind, and (ii) shares outstanding and authorized for issuance under the Company’s 2021 Equity Incentive Plan, as amended. The Reverse Stock Split will not affect the par value of the common stock, nor the number of authorized but unissued shares of common stock, nor the Company’s authorized preferred stock, except, with regard to the preferred stock, to affect, where applicable, the conversion rates of outstanding shares of preferred stock.

The Board approved the Reverse Stock Split ratio after the Company’s shareholder approved providing the Board with authority to enact a reverse stock split in a ratio between one-for-five and one-for-fifty. The Company anticipates that the effective time of the Reverse Stock Split will be 12:01 a.m. Eastern Time on June 3, 2025, with the common stock trading on a post-split basis when the market opens on June 3, 2025 under the existing trading symbol “OGEN” with a new CUSIP number, 684023 609. The Reverse Stock Split will increase the market price per share of the Company’s common stock.

Commenting on the matter, Chief Executive Officer, Ms. Janet Huffman, stated: “The reverse split reinforces our commitment to strengthening our capital markets presence. By increasing our share price and reducing share count, we believe we’ll be better aligned with the expectations of long-term, quality-focused investors who share our vision for transforming neurological care.”

The Company’s transfer agent, Continental Stock Transfer & Trust, will provide instructions to shareholders regarding the process for exchanging shares. Continental Stock Transfer & Trust can be reached by phone at (917) 262-2378 or mail at 1 State Street, 30th Floor, New York, NY 10004-1561.

About Oragenics, Inc.

Oragenics is a clinical-stage biotechnology company focused on developing breakthrough treatments for neurological disorders. The company’s lead asset, ONP-002, is an innovative intranasal therapy designed to address the unmet medical need in concussion treatment. Oragenics is committed to pioneering new approaches in neuroscience to improve patient outcomes. For more information, 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, circumstances should change, except as otherwise required by law.

Investor Contact

Rich Cockrell
404.736.3838
ogen@cg.capital
