**ORAGENICS INC** 

Form 4

December 26, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

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**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

ORAGENICS INC [OGEN]

(Check all applicable)

(Last)

(City)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

X 10% Owner

C/O THIRD SECURITY, LLC, 1881

(Street)

(State)

12/18/2013

Officer (give title below)

Director

Other (specify

**GROVE AVENUE** 

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person

X\_ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RADFORD, VA 24141

							· · · · ,	,	.,
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed o	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			C + V		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			,
Common						\$			by
	12/18/2013		C	698,241	A	2.82	8,838,666	I	Intrexon
Stock						(1)			(2)

Common

(2)

Stock

by NRM VII 1,000,555 Ι

**Holdings** (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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### number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Convertible Promissory Note	\$ 2.82 (1)	12/18/2013		C		\$ 1,956,000	12/18/2013(1)	<u>(1)</u>	Common Stock	69

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141		X					
INTREXON CORP C/O LEGAL DEPARTMENT 20374 SENECA MEADOWS PARKWAY GERMANTOWN, MD 20876		X					
Signatures							
/s/ Randal J. Kirk, CEO of Intrexon Corporation		12/26/2013					

Date \*\*Signature of Reporting Person

/s/ Randal J. Kirk 12/26/2013

\*\*Signature of Reporting Person

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Convertible Promissory Note (the "Note") in the amount of \$1,956,000 was issued on September 30, 2013 to Intrexon Corporation ("Intrexon"), at an interest rate of 3% per annum with a maturity date of December 31, 2013. Pursuant to its terms, the Note was payable to Intrexon, at the option of the Issuer, in cash or, upon obtaining the requisite shareholder approval, shares of common stock at a

Date

(1) conversion price equal to the closing price on the NYSE MKT of the Issuer's common stock on the trading day immediately prior to the date of conversion. The Issuer obtained the requisite shareholder approval and elected to repay the Note in shares of Common Stock on December 18, 2013. The closing price of the Issuer's common stock on the trading day prior to such date, December 17, 2013, was \$2.82. The number of shares indicated includes conversion of the total principal amount of \$1,956,000 and interest in the amount of \$13,039.62.

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- Randal J. Kirk, directly and through certain affiliates, has voting and dispositive power over a majority of the outstanding capital stock of Intrexon. Mr. Kirk may therefore be deemed to have voting and dispositive power over the shares of the issuer owned by Intrexon. Shares
- (2) held by Intrexon may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
- Randal J. Kirk controls NRM VII Holdings I, LLC ("NRM VII Holdings"). Shares held by this entity may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.