

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
July 25, 2008

ADMINISTRATIVE PROCEEDING
File No. 3-13101

In the Matter of

VIRAGEN, INC., and
VIRAGEN
INTERNATIONAL, INC.

Respondents.

ORDER INSTITUTING
ADMINISTRATIVE PROCEEDINGS AND
NOTICE OF HEARING PURSUANT TO
SECTION 12(j) OF THE SECURITIES
EXCHANGE ACT OF 1934

I.

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate and for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”).

II.

After an investigation, the Division of Enforcement alleges that:

RESPONDENTS

1. Viragen, Inc. (“Viragen”) is a Delaware corporation headquartered in Plantation, Florida with a class of equity securities registered with the Commission pursuant to Section 12(g) of the Exchange Act. The stock was traded on the American Stock Exchange (“AMEX”), until November 19, 2007 when the AMEX delisted it for failing to meet certain listing requirements. Viragen’s common stock is presently quoted on the Pink OTC Markets, Inc. (“Pink Sheets”)(ticker symbol “VRAI”). At the time of Viragen’s last filing, it owned 77% of Viragen International, Inc.’s (“Viragen Int’l”) outstanding common stock.

2. Viragen Int’l is also a Delaware corporation headquartered in Plantation, Florida. Viragen Int’l’s common stock is registered with the Commission pursuant to Section 12(g) of the Exchange Act and is presently quoted on the Pink Sheets (ticker symbol “VRGE”).

DELINQUENT FILINGS

3. Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers with classes of securities registered pursuant to Section 12 of the Exchange Act to file with the Commission current and accurate information in periodic reports. Specifically, Rule 13a-1 requires issuers to file annual reports and Rule 13a-13 requires issuers to file quarterly reports.

4. Viragen and Viragen Int'l each filed their last Forms 10-K for the year ended June 30, 2006 on September 27, 2006. Since then, Viragen and Viragen Int'l have each filed only three Forms 10-Q, for the quarters ended September 30, 2006, December 31, 2006 and March 31, 2007, and no Forms 10-K.

5. The following periodic filings are delinquent.

| Form | Period Ended | Due on or about |
|------|--------------|-----------------|
| 10-K | 06/30/07 | 09/28/07 |
| 10-Q | 09/30/07 | 11/14/07 |
| 10-Q | 12/31/07 | 02/14/08 |
| 10-Q | 03/31/08 | 05/15/08 |

6. As a result of the conduct described above, Viragen and Viragen Int'l have failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors to institute public administrative proceedings to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondents an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or to revoke the registration of each class of securities of the Respondents registered pursuant to Section 12 of the Exchange Act.

IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS FURTHER ORDERED that Respondents shall file Answers to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice [17 C.F.R. § 201.220].

If Respondents fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondents may be deemed in default and the proceedings may be determined against them upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310].

This Order shall be served forthwith upon Respondents personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Florence E. Harmon
Acting Secretary