

MIMEDX GROUP, INC.  
Form 4  
February 27, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETIT PARKER H

(Last) (First) (Middle)

C/O MIMEDX GROUP, INC., 1775  
WEST OAK COMMONS CT NE

(Street)

MARIETTA, GA 30062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MIMEDX GROUP, INC. [MDXG]

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

02/25/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (D) Price  |  |                                   |
| Restricted Common Stock         | 02/25/2014                           |  | A                              |   | 57,037 (1) \$ 7.24  |  | 5,834,884 (2) D                   |

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

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SEC 1474 (9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |            |                            |         |
|---|--|---|---|--------------------------------------|---|--|--|------------|----------------------------|---------|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable   | Expiration<br>Date   | Title      | Amount<br>Number<br>Shares |         |
| Stock<br>Option                                     | \$ 7.24  | 02/25/2014                              |   | A                                    |   | 177,110  | 02/25/2015 <sup>(3)</sup>  | 02/24/2024 | Common<br>Stock            | 177,110 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| PETIT PARKER H<br>C/O MIMEDX GROUP, INC.<br>1775 WEST OAK COMMONS CT NE<br>MARIETTA, GA 30062 | X             | X         | Chairman<br>& CEO |       |

## Signatures

/s/ Michael J. Senken, by Power of Attorney  
Date: 02/27/2014

\*\*Signature of Reporting Person Date

## 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).
- (1) The Restricted Shares vest over three years in equal installments on the 1st, 2nd and 3rd anniversary dates of the grant.  
Number of shares held directly by Mr. Petit, including 163,037 shares of Restricted Stock which vest in equal installments over first three anniversary dates of the grants. Mr. Petit also beneficially owns 150,000 shares held by The Parker H. Petit Grantor Trust, of which he serves as Trustee; 150,000 shares held by Petit Investments LP of which he serves as General partner and limited partner and possesses shared voting and investment control; and 1,250,000 shares held by Cox Road Partners II LLP, 1,250,000 shares held by Cox Road Partners LLLP and 1,250,000 shares held by Petit Investments LLLP II, Limited Liability Partnerships over which Mr. Petit possesses sole voting and investment control.
  - (2)
  - (3) The options vest in three equal installments over the first three anniversary dates of the grant.

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.