MIMEDX GROUP, INC.

Form 4

February 27, 2014

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

OMB

Check this box if no longer

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per 0.5

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

MIMEDX GROUP, INC. [MDXG]

5. Relationship of Reporting Person(s) to Issuer

Symbol

(First)

(Last)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O MIMEDX GROUP, INC., 1775

(Street)

(Month/Day/Year) 02/25/2014

_X__ Director X 10% Owner X_ Officer (give title Other (specify below)

WEST OAK COMMONS CT NE

6. Individual or Joint/Group Filing(Check

Chairman & CEO

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

Applicable Line)

X 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

MARIETTA, GA 30062

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

(D) Price

Code V Amount

Restricted Common

(Instr. 3)

02/25/2014

57,037 A (1)

5,834,884 (2)

Stock

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Option	\$ 7.24	02/25/2014		A	177,110	02/25/2015(3)	02/24/2024	Common	177,

5. Number of

6. Date Exercisable and

7. Title and Amount

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the family frame, and the	Director	10% Owner	Officer	Other		
PETIT PARKER H	X	X	Ch airma an			
C/O MIMEDX GROUP, INC. 1775 WEST OAK COMMONS CT NE			Chairman & CEO			
MARIETTA GA 30062						

3. Transaction Date 3A. Deemed

Signatures

1. Title of 2.

/s/ Michael J. Senken, by Power of Attorney

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.
- (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.

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