MIMEDX GROUP, INC.
Form S-8
September 19, 2012
Table of Contents

As filed with the Securities and Exchange Commission on September 19, 2012

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MIMEDX GROUP, INC.

(Exact name of Registrant as specified in its charter)

Florida	**26-2792552**
(State or other jurisdiction of	**(I.R.S. Employer**

incorporation or organization)	**Identification No.)**
60 Chastain Center Blvd.	
Kennesaw, GA **(Address of principal executive offices)**	**30144** **(Zip Code)**

MiMedx Group, Inc.

Assumed 2006 Stock Incentive Plan

(Full title of the plan)

Michael J. Senken

MiMedx Group, Inc.

Chief Financial Officer

60 Chastain Center Blvd.

Kennesaw, GA 30144

(678) 384-6720

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	x

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, $0.001 par value per share(3)	406,710	$2.70	$1,098,117.00	$125.84
Common Stock, $0.001 par value per share(4)	10,593,290	$1.44	$15,254,337.60	$1,748.15
TOTAL	11,000,0000		$16,352,451.60	$1,873.99

(1) This registration statement on Form S-8 (this Registration Statement) is being filed to register (i) 406,710 shares of common stock, U.S.$0.001 par value per share of MiMedx Group, Inc. (the Company) (Common Stock) available for issuance under the MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (the Incentive Plan) and (ii) 10,593,290 shares of Common Stock issuable upon exercise of options previously granted and presently outstanding under the Incentive Plan. The Company previously registered (i) 2,393,125 shares of Common Stock available for issuance under the Incentive Plan and (ii) 3,106,875 shares of Common Stock issuable upon exercise of options previously granted under the Incentive Plan under a Registration Statement on Form S-8 (Registration No. 333-153255), as filed with the Securities and Exchange Commission on August 29, 2008.

(2) This Registration Statement also registers additional securities to be offered or issued upon adjustment or changes made to the registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act).

(3) Represents shares of Common Stock issuable upon exercise of options that have not yet been granted as of the date of this Registration Statement under the Incentive Plan. Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h)(1) of the Securities Act, the proposed maximum offering price per share and the proposed maximum offering price are based on the average of the high and low sale prices for the Common Stock as reported on the OTCBB on September 13, 2012.

(4) Represents shares of Common Stock issuable upon exercise of outstanding options under the Incentive Plan as of the date of this Registration Statement. The proposed maximum offering price per share and proposed maximum offering price have been calculated based upon the weighted average exercise price in accordance with Rules 457(c) and 457(h)(1) under the Securities Act.

Table of Contents

TABLE OF CONTENTS

Table of Contents

REGISTRATION OF ADDITIONAL SECURITIES STATEMENT PURSUANT TO

GENERAL INSTRUCTION E OF FORM S-8

MiMedx Group, Inc. (the Company) filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (File No. 333-153255) on August 29, 2008 (the 2008 Registration Statement) relating to shares of the Company s Common Stock, par value $0.001 per share (the Common Stock) to be offered and sold under the Company s Assumed 2006 Stock Incentive Plan as amended (the Incentive Plan). The Registrant is hereby registering an additional (i) 406,710 shares of Common Stock available for issuance under the Incentive Plan and (ii) 10,593,290 shares of Common Stock issuable upon exercise of options previously granted and presently outstanding under the Incentive Plan. Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the 2008 Registration Statement are hereby incorporated by reference herein, and the opinions and consents listed in Item 8 below are attached hereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

(a) The Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed with the Commission on March 29, 2012;

(b) The Company s Current Reports on Form 8-K filed with the Commission on January 3, 2012, February 29, 2012, May 3, 2012, July 26, 2012 and September 10; 2012

(c) The Company s Quarterly Reports on Form 10-Q filed on May 14, 2012 and August 14, 2012;

(d) The description of the Company s Common Stock, no par value, contained in Item 2.01 of the Company s Form 8-K filed February 8, 2008, including any amendment or report filed for the purpose of updating such description;

(e) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the period referred to in (a), above.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

Table of Contents

Item 8. Exhibits.

The following exhibits are filed as a part of this Registration Statement:

Number	Description
3.1	Articles of Incorporation of MiMedx Group, Inc. (incorporated by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed on April 2, 2008)
3.2	Bylaws of MiMedx Group, Inc. effective February 29, 2008 (incorporated by referenced to Exhibit 3.2 to the Company s Current Report on Form 8-K filed on April 2, 2008)
5	Opinion of Womble Carlyle Sandridge & Rice, LLP
10.1	MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K filed on February 8, 2008)
10.2	Declaration of Amendment to MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company s Current Report on Form 8-K filed February 8, 2008)
10.3	Declaration of Amendment to MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.66 to the Company s Current Report on Form 8-K filed on July 15, 2008)
10.4	Form of Incentive Award Agreement under the MiMedx, Inc. 2006 Stock Incentive Plan (incorporated by reference to the Company s Current Report on Form 8-K filed on February 8, 2008)
10.5	Form of Nonqualified Incentive Award Agreement under the MiMedx, Inc. 2006 Stock Incentive Plan (incorporated by reference to the Company s Current Report on Form 8-K filed on February 8, 2008)
23.1	Consent of Womble Carlyle Sandridge & Rice, LLP (included in Exhibit 5)
23.2	Consent of Cherry, Bekaert & Holland, L.L.P.
24	Power of Attorney (included in the signature page hereto)

[Signatures to Follow on Following Pages]

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, MiMedx Group, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kennesaw, State of Georgia, on this 19th day of September, 2012.

MIMEDX GROUP, INC.

By: /s/ Michael J. Senken

Name: Michael J. Senken
Title: Chief Financial Officer

Each of the undersigned , being a director and/or officer of MiMedx Group, Inc. (the Company), hereby nominates, constitutes and appoints Parker H. Petit, Michael J. Senken, and Roberta J. McCaw, or either of them severally, to be his or her true and lawful attorney-in-fact and agent and to sign in such person s name and on such person s behalf in any and all capacities stated below, and to file with the Securities and Exchange Commission (the stock, no par value, of the Company (the Common Stock) in connection with the Company s Assured 2006 Stock Incentive Plan, as amended, and to file any and all amendments, including post-effective amendments, exhibits and other documents and instruments in connection therewith, to the Registration Statement, making such changes in the Registration Statement as such attorney-in-fact and agent deems appropriate, and generally to do all such things on his behalf in any and all capacities stated below to enable the Company to comply with the provisions of the Securities Act and all requirements of the Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature

/s/ Parker H. Petit	September 19, 2012
Parker H. Petit	
Chairman of the Board, Chief Executive Officer and Director	
Principal Executive Officer	
/s/ Michael J. Senken	September 19, 2012
Michael J. Senken	
Chief Financial Officer	
Principal Financial Officer	
/s/ William C. Taylor	September 19, 2012
William C. Taylor	
President, Chief Operating Officer and Director	

[Signatures Continued on Following Page]

Table of Contents

/s/ Steve Gorlin	September 19, 2012
Steve Gorlin	
Director	
/s/ Charles E. Koob	September 19, 2012
Charles E. Koob	
Director	
/s/ Larry W. Papasan	September 19, 2012
Larry W. Papasan	
Director	
/s/ Joseph G. Bleser	September 19, 2012
Joseph G. Bleser	
Director	
/s/ J. Terry Dewberry	September 19, 2012
J. Terry Dewberry	
Director	
/s/ Bruce L. Hack	September 19, 2012
Bruce L. Hack	
Director	
/s/ Charles R. Evans	September 19, 2012
Charles R. Evans	
Director	
/s/ Neil S. Yeston	September 19, 2012
Neil S. Yeston	
Director	

Table of Contents

EXHIBIT INDEX

Number	Description
3.1	Articles of Incorporation of MiMedx Group, Inc. (incorporated by reference to Exhibit 3.1 to the Company s Current Report on Form 8-K filed on April 2, 2008)
3.2	Bylaws of MiMedx Group, Inc. effective February 29, 2008 (incorporated by referenced to Exhibit 3.2 to the Company s Current Report on Form 8-K filed on April 2, 2008)
5	Opinion of Womble Carlyle Sandridge & Rice, LLP
10.1	MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company s Current Report on Form 8-K filed on February 8, 2008)
10.2	Declaration of Amendment to MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company s Current Report on Form 8-K filed February 8, 2008)
10.3	Declaration of Amendment to MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (incorporated by reference to Exhibit 10.66 to the Company s Current Report on Form 8-K filed on July 15, 2008)
10.4	Form of Incentive Award Agreement under the MiMedx Group, Inc. 2006 Stock Incentive Plan (incorporated by reference to the Company s Current Report on Form 8-K filed on February 8, 2008)
10.5	Form of Nonqualified Incentive Award Agreement under the MiMedx Group, Inc. 2006 Stock Incentive Plan (incorporated by reference to the Company s Current Report on Form 8-K filed on February 8, 2008)
23.1	Consent of Womble Carlyle Sandridge & Rice, LLP (included in Exhibit 5)
23.2	Consent of Cherry, Bekaert & Holland, L.L.P.
24	Power of Attorney (included in the signature page hereto)