

MIMEDX GROUP, INC.
Form 4
January 21, 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MIMEDX GROUP, INC., 1775 WEST OAK COMMONS CT., N.E.

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2014

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

(Street)
MARIETTA, GA 30062

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/17/2014		S		50,000 (2)	D	\$ 8.28	925,000 (1) I	by Cox Road Partners, L.L.L.P.
Common Stock	01/20/2014		M		325,000 (2)	A	\$ 0.73	1,250,000 (1) I	by Cox Road Partners, L.L.L.P.
Common Stock	01/17/2014		S		50,000 (3)	D	\$ 8.28	925,000 (1) I	by Cox Road Partners II, L.L.L.P.
Common Stock	01/20/2014		M		325,000 (3)	A	\$ 0.73	1,250,000 (1) I	by Cox Road Partners II,

Common Stock	01/17/2014	S	50,000 (4)	D	\$ 8.28	925,000 (1)	I	L.L.L.P. by Petit Investments II, L.L.L.P.
Common Stock	01/20/2014	M	325,000 (4)	A	\$ 0.73	1,250,000 (1)	I	by Petit Investments II, L.L.L.P.

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

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Warrant	\$ 0.73	01/20/2014		M	325,000	02/19/2009 02/19/2014	Common Stock 325,000 (2)
Warrant	\$ 0.73	01/20/2014		M	325,000	02/19/2009 02/19/2014	Common Stock 325,000 (3)
Warrant	\$ 0.73	01/20/2014		M	325,000	02/19/2009 02/19/2014	Common Stock 325,000 (4)

Reporting Owners

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

Signatures

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

01/20/2014

__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) In addition, Mr. Petit owns directly 5,671,847 shares of Common Stock and 106,000 unvested shares of restricted stock which vest in equal installments over three years. Mr. Petit does not have the right to vote the unvested shares of restricted stock. Mr. Petit also beneficially owns 150,000 shares held by The Parker H. Petit Grantor Trust, of which he serves as Trustee and 150,000 shares held by Petit Investments, L.P., of which he serves as General partner and limited partner.

(2) Owned by Cox Road Partners, L.L.L.P., over which Mr. Petit possesses sole voting and investment control.

(3) Owned by Cox Road Partners II, L.L.L.P. over which Mr. Petit possesses sole voting & investment control.

(4) Owned by Petit Investments II, L.L.L.P. over which Mr. Petit possesses sole voting and investment control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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