

MIMEDX GROUP, INC.
Form DFAN14A
April 29, 2019
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

MiMedx Group, Inc.

(Name of Registrant as Specified In Its Charter)

Parker H. Petit

David J. Furstenberg

Shawn P. George

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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On April 29, 2019, Parker H. "Pete" Petit, David J. Furstenberg and Shawn P. George publicized a set of written questions and answers (the "Q&A") to shareholders of MiMedx Group, Inc. through a F.A.Q. page on their website, MiMedxBoardProxy.com. A copy of the Q&A is attached herewith as Exhibit 1.

Exhibit 1

When is MiMedx holding its Annual Meeting for the election of directors?

Pursuant to a court ruling by the Second Judicial Circuit Court, Leon County, Florida, the next MiMedx Annual Meeting of shareholders is scheduled for June 17, 2019. The June 17th Annual Meeting will at least address the election of Class II directors to the Board of MiMedx. The court had to step in and order the election because MiMedx had failed to hold an election of directors for more than 13 months. Under Florida law the courts can order a shareholder meeting “on application of any shareholder of the corporation entitled to vote in an annual meeting if an annual meeting has not been held within any 13-month period.” MiMedx has written that it intends to file an appeal of the court's decision.

Which directors will be elected at the June 17th Annual Meeting?

According to the court's ruling, at least three Class II directors will be elected at the June 17 Annual Meeting.

A separate complaint has been filed by a shareholder of MiMedx seeking an order to also allow for the election of the Class III directors whose terms expire on May 18, 2019 at the June 17 Annual Meeting, or in the alternative, the court would order MiMedx to hold another shareholder meeting by July 17, 2019 where Class III directors can be elected by shareholders.

Who has the MiMedx Shareholder Group nominated for election at the June 17th Annual Meeting?

The MiMedx Shareholder Group has nominated Parker H. “Pete” Petit, David J. Furstenberg, and Shawn P. George for election to the Board at the June 17th Annual Meeting, based on the assumption that only three Class II directors' seats will be subject to election.

The current MiMedx Board has failed shareholders with disappointing performance, failure to ensure competent leadership and lack of engagement with MiMedx shareholders. Former CEO and Chairman “Pete” Petit has felt compelled to launch a contest seeking changes on the Board to restore the former growth and profitability of MiMedx. Pete Petit, Shawn George and David Furstenberg, if elected, would bring much needed operational, financial and

governance expertise to the Board.

Who is entitled to vote?

Only holders of Common Stock at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting. Shareholders who sold shares of Common Stock before the Record Date (or acquire them without voting rights after the Record Date) may not vote such shares of Common Stock. Shareholders of record on the Record Date will retain their voting rights in connection with the Annual Meeting even if they sell such shares of Common Stock after the Record Date (unless they also transfer their voting rights).

When is the record date?

The Board of MiMedx will set the Record Date. We expect to know when the Record Date for the June 17th Annual Meeting will be when MiMedx files its proxy statement with the SEC. The company bylaws state that the record date may not be more than 70 days nor less than 10 days before a meeting. MiMedx is currently seeking an SEC exemption to allow it to file proxy materials without audited financials and it is unclear whether they will get the exemption and when they may file their proxy materials.

When can I expect the MiMedx Shareholders Group to file a proxy statement?

As noted above, pursuant to a court ruling, the 2019 MiMedx Annual Meeting is scheduled for June 17, 2019. The MiMedx Shareholders Group expects to file our proxy statement in the coming weeks. Once a proxy statement has been filed and approved by the SEC, we will mail out our proxy materials to MiMedx shareholders.

All shareholders of MiMedx are advised to read the definitive proxy statement and an accompanying proxy card which will be furnished to some or all of the Company's shareholders and will, along with other relevant documents, be available at no charge on the SEC's website at <http://www.sec.gov/>.

Who is making this proxy solicitation and who is paying for it?

The solicitation of these proxies is expected to be made by the MiMedx Shareholders Group. Proxies may be solicited by mail, facsimile, telephone, telegraph, Internet, in person and by advertisements. The MiMedx Shareholders Group will solicit proxies from individuals, brokers, banks, bank nominees and other institutional holders. The MiMedx Shareholders Group will request banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares of Common Stock they hold of record. The entire expense of soliciting proxies is expected to be borne by the MiMedx Shareholders Group.

Does it matter how I hold my shares to be able to vote my shares?

Shares held in record name. If your shares of Common Stock are registered in your own name, please vote by signing, dating and returning the proxy card that we will provide in a postage-paid envelope. Execution and delivery of a proxy by a record holder of shares of Common Stock will be presumed to be a proxy with respect to all shares held by such record holder unless the proxy specifies otherwise.

Shares beneficially owned or held in “street” name. If you hold some or all of your shares of Common Stock in “street” name with a broker, bank, dealer, trust company or other nominee, only that nominee can exercise the right to vote with respect to the shares of Common Stock that you beneficially own through such nominee and only upon receipt of your specific instructions. Accordingly, it is critical that you promptly give instructions to your broker, bank, dealer, trust company or other nominee to vote in favor of the election of the Nominees of the MiMedx Shareholders Group.

Please follow the voting instructions that we will provide in our definitive proxy. If your broker, bank, dealer, trust company or other nominee provides for proxy instructions to be delivered to them by telephone or Internet, instructions will be included on the proxy card we will provide.

We urge you to confirm in writing your instructions to the person responsible for your account and provide a copy of those instructions by emailing or mailing them to our proxy solicitor, so that we will be aware of all instructions given and can attempt to ensure that such instructions are followed. We will announce our proxy solicitor shortly.

Where can I find more information about the MiMedx Shareholder Group, the nominees and the upcoming election of directors?

As and when permitted by the relevant and controlling rules and regulations regarding proxy contests, the MiMedx Shareholder Group will post information about the contest, the nominees and the upcoming election of directors on <https://mimedxboardproxy.com/>. Please check it regularly for updates. Thank you.

Legend

Parker H. "Pete" Petit ("Mr. Petit"), David J. Furstenberg, and Shawn P. George (collectively, the "Participants") intend to file with the Securities and Exchange Commission (the "SEC") a definitive proxy statement and accompanying form of proxy to be used in connection with the solicitation of proxies from the shareholders of MiMedx Group, Inc. (the "Company"). All shareholders of the Company are advised to read the definitive proxy statement and other documents related to the solicitation of proxies by the Participants when they become available, as they will contain important information, including additional information related to the Participants. The definitive proxy statement and an accompanying proxy card will be furnished to some or all of the Company's shareholders and will be, along with other relevant documents, available at no charge on the SEC website at <http://www.sec.gov/>.

Information about the Participants and a description of their direct or indirect interests by security holdings is contained in the Schedule 14A filed by Mr. Petit with the SEC on April 11, 2019. This document is available free of charge from the sources indicated above.