

MIMEDX GROUP, INC.
 Form 4
 November 04, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Taylor William Charles

(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)
 10/31/2014

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)
 President and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 10/31/2014 | | M | | 87,864 A \$ 0.7 | 547,370 ⁽¹⁾ | D |
| Common Stock | 10/31/2014 | | M | | 62,136 A \$ 1.1 | 609,506 ⁽¹⁾ | D |
| Common Stock | 10/31/2014 | | S | | 87,864 ⁽²⁾ D 10.0103 ⁽³⁾ | 521,642 ⁽¹⁾ | D |
| Common Stock | 10/31/2014 | | S | | 62,136 ⁽²⁾ D 10.0057 ⁽³⁾ | 459,506 ⁽¹⁾ | 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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 0.7 | 10/31/2014 | | M | 87,864 | 09/22/2010 ⁽⁴⁾ 09/22/2019 | Common Stock | 87,864 |
| Stock Option | \$ 1.1 | 10/31/2014 | | M | 62,136 | 12/14/2012 ⁽⁵⁾ 12/14/2021 | Common Stock | 62,136 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Taylor William Charles C/O MIMEDX GROUP, INC. 1775 WEST OAK COMMONS CT. NE MARIETTA, GA 30062 | X | | President and COO | |

Signatures

/s/ Michael J. Senken, by Power of Attorney
11/04/2014

__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) 85,173 of these shares are Restricted Stock, which vest in equal installments over the first three anniversary dates of the grants.
- (2) Sales pursuant to trading plan meeting the requirements of SEC Rule 10b5-1.
- (3) Represents weighted average sale price.
- (4) Option was granted on 9/22/09 and vested in equal parts over three years.

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(5) Option was granted on 12/14/11 and vests in equal parts over three years.

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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