

Okumus Fund Management Ltd.

Form 3

January 22, 2019

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*Okumus Fund Management  
Ltd.

(Last) (First) (Middle)

767 THIRD AVENUE, 35TH  
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
01/18/20193. Issuer Name and Ticker or Trading Symbol  
MIMEDX GROUP, INC. [MDXG]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock, \$.001 par value

12,525,055

D <sup>(1)</sup>

A

Common Stock, \$.001 par value

12,525,055

I

See Footnote <sup>(2)</sup>

Common Stock, \$.001 par value

12,525,055

I

See Footnote <sup>(2)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Okumus Fund Management Ltd. 767 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017	^	^ X	^	^
Okumus Opportunistic Value Fund Ltd. CRAIGMUIR CHAMBERS P.O. BOX 71, ROAD TOWN TORTOLA, D8 VG 1110	^	^ X	^	^
OKUMUS AHMET H C/O OKUMUS FUND MANAGEMENT LTD. 767 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017	^	^ X	^	^

## Signatures

Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President	01/22/2019
__Signature of Reporting Person	Date
Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director	01/22/2019
__Signature of Reporting Person	Date
/s/ Ahmet H. Okumus	01/22/2019
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., which became a greater than 10% owner of the issuer's securities as a result of a counterparty's exercise of a derivatives contract that was entered into prior to the date of the issuer's announcement and filing of the Shareholder Rights Agreement, which was filed by the issuer with the Securities and Exchange Commission on November 7, 2018 as Exhibit 4.1 to its Form 8-K.
- (2) The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed indirectly beneficially owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the

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Securities Exchange Act of 1934, as amended, or for any other purpose.

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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