## Edgar Filing: MIMEDX GROUP, INC. - Form 4

| MIMEDX G<br>Form 4  | ROUP, INC.                                    |   |                                    |                                      |   |                    |                 |  |   |  |  |  |
|---|---|---|------------------------------------|--------------------------------------|---|--------------------|-----------------|--|---|--|--|--|
| Form 4<br>February 23,  | 2015  |   |                                    |                                      |   |                    |                 |  |   |  |  |  |
| FORN  | 1 /   | STATES S  |                                    |                                      |   |                    | GE C            | OMMISSION  | OMB AF<br>OMB<br>Number:  | PROVAL<br>3235-0287                            |  |  |
| Check th<br>if no long<br>subject to<br>Section 1<br>Form 4 o<br>Form 5<br>obligation<br>may cont<br><i>See</i> Instru<br>1(b). | 6.<br>r<br>Filed pur<br>inue.<br>Section 17(a | Washington, D.C. 20549<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |                                    |                                      |   |                    |                 |  |   | January 31,<br>2005<br>verage<br>'s per<br>0.5 |  |  |
| (Print or Type I  | Responses)                                    |   |                                    |                                      |   |                    |                 |  |   |  |  |  |
| PETIT PARKER H Symbol   |   |   |                                    | er Name <b>and</b> Ticker or Trading |   |                    |                 | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                      |   |  |  |  |
|   | (First) (N<br>DX GROUP, INC<br>X COMMONS CT   | C., 1775  | 3. Date of<br>(Month/D<br>02/23/20 | -                                    | ransaction  |                    |                 | X Director<br>X Officer (give<br>below)  | 10%   | )<br>Owner<br>r (specify                       |  |  |
|   | (Street)                                      |   |                                    | ndment, Da<br>nth/Day/Year           | -   |                    |                 | 6. Individual or Jo<br>Applicable Line)<br>_X_ Form filed by O   |   | -  |  |  |
| MARIETTA  | A, GA 30062                                   |   |                                    |                                      |   |                    |                 | Form filed by M<br>Person  |   |  |  |  |
| (City)  | (State)                                       | (Zip)   | Tabl                               | e I - Non-D                          | )<br>Perivative S                                       | ecuriti            | es Acqu         | iired, Disposed of   | , or Beneficial   | y Owned  |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)       | 2A. Deeme<br>Execution<br>any<br>(Month/Da  | ed<br>Date, if                     | 3.                                   | 4. Securitie<br>on(A) or Disp<br>(Instr. 3, 4<br>Amount | es Acqu<br>posed c | uired<br>of (D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect                       |  |  |
| Common<br>Stock   | 02/23/2015                                    |   |                                    | М                                    | 153,571   | А                  | \$<br>0.73      | 4,625,114 (1)  | D   |  |  |  |

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of<br>orDerivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |         | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securitie<br>(Instr. 3 and 4) |                        |
|---|---|---|---|--|---|---------|--|--------------------|---|------------------------|
|   |   |   |   | Code V                                 | (A)   | (D)     | Date Exercisable   | Expiration<br>Date | Title   | Amou<br>Numb<br>Shares |
| Stock<br>Option                                     | \$ 0.73   | 02/23/2015                              |   | М                                      |   | 153,571 | 02/24/2009(2)  | 02/24/2019         | Common<br>Stock   | 153,                   |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                   |       |  |  |  |
|---|---------------|-----------|-------------------|-------|--|--|--|
|   | Director      | 10% Owner | Officer           | Other |  |  |  |
| PETIT PARKER H<br>C/O MIMEDX GROUP, INC.<br>1775 WEST OAK COMMONS CT., NE<br>MARIETTA, GA 30062 | Х             |           | Chairman<br>& CEO |       |  |  |  |
| Signatures  |               |           |                   |       |  |  |  |
| /s/ Michael J. Senken, by Power of Attorney   | 02/2          | 3/2015    |                   |       |  |  |  |
| <u>**</u> Signature of Reporting Person   | E             | 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) 177,705 of these shares are Restricted Stock. Mr. Petit also indirectly beneficially owns an aggregate of 1,350,000 shares held by six (6) Grantor Retained Annuity Trusts (GRATs).
- (2) Option was granted on 2/24/09. A portion of these options vested immediately with the remainder vesting over two years from the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.