

MIMEDX GROUP, INC.
Form 4
February 27, 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 *
MCCA W ROBERTA L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2013

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
General Counsel and Secretary

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			
Restricted Common Stock	03/06/2013		A		14,000 (1)	A		\$ 5.07	281,724 (2)	D	
Restricted Common Stock	02/25/2014		A		11,523 (1)	A		\$ 7.24	293,247 (3)	D	

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

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number.

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	\$ 5.07	03/06/2013		A	53,000 (4)	03/06/2014 03/05/2023	Common Stock	53,000
Stock Option	\$ 7.24	02/25/2014		A	35,780 (4)	02/25/2015 02/24/2024	Common Stock	35,780

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCAW ROBERTA L C/O MIMEDX GROUP, INC. 1775 WEST OAK COMMONS CT NE MARIETTA, GA 30062			General Counsel and Secretary	

Signatures

Michael J. Senken, by Power of Attorney
02/27/2014

**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) The restricted shares vest over three years in equal 1/3 installments on the 1st, 2nd and 3rd anniversary dates of the grants.

(2) 267,724 of these shares are Common Stock. 14,000 of these shares are Restricted and vest in equal installments over the first three anniversary dates of the grants.

(3) 267,724 of these shares are Common Stock. 28,523 of these share are Restricted and vest in equal installments over the first three anniversary dates of the grants.

(4) The stock options vest over three years in equal 1/3 installments on the 1st, 2nd and 3rd anniversary dates of the grants.

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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