

MIMEDX GROUP, INC.
 Form 4/A
 January 21, 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 *
PETIT PARKER H

(Last) (First) (Middle)

**C/O MIMEDX GROUP, INC., 1775
 WEST OAK COMMONS CT., N.E.**

(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)
11/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
11/04/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/04/2013 | | M | 250,000 A | \$ 1 8,935,020 ⁽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)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Warrant | \$ 1 | 11/04/2013 | | M | 250,000 | 11/04/2010 | 11/04/2013 | Common Stock | 250,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETIT PARKER H C/O MIMEDX GROUP, INC. 1775 WEST OAK COMMONS CT., N.E. MARIETTA, GA 30062 | X | X | Chief Executive Officer | |

Signatures

/s/ Michael J. Senken, by Power of Attorney
11/04/2013
Date

**Signature of Reporting Person

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).

Note: This amended Form 4 is being filed to amend the Transaction Code applicable to the reported transaction and the beneficial ownership total in Column 9 of Table I. Includes 5,710,020 shares held directly by Mr. Petit; 150,000 shares held by The Parker H. Petit Grantor Trust, of which he serves as Trustee; 150,000 shares held by Petit Investments, L.P., of which he serves as General partner and

(1) limited partner and possesses shared voting and investment control; 975,000 shares held by Cox Road Partners II, LLLP, 975,000 shares held by Cox Road Partners, LLLP and 975,000 shares held by Petit Investments II, L.L.L.P., Limited Liability Partnerships over which Mr. Petit possesses sole voting and investment control. Mr. Petit also has 106,000 shares of unvested restricted stock. He has no voting rights with respect to the unvested restricted stock.

(2) 325,000 warrants held by Cox Road Partners II LLLP, 325,000 warrants held by Cox Road Partners LLLP and 325,000 warrants held by Petit Investments II, L.L.L.P., Limited Liability Partnerships over which Mr. Petit possesses sole voting and investment control.

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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