

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 *
MCCAW 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)

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

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

C/O MIMEDX GROUP, INC., 1775 WEST OAK COMMONS CT NE

03/06/2013

(Street)

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

MARIETTA, GA 30062

(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 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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