

MIMEDX GROUP, INC.
Form 4
January 20, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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., NE**

(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)
01/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|---|---|-------------------------------|
| Common Stock | 01/15/2015 | | G | V | 33,000 | D | \$ 0 | 4,373,059 ⁽¹⁾ | D | | |
| Common Stock | 01/15/2015 | | J ⁽²⁾ | | 1,250,000 | D | \$ 0 | 0 | | I | by Cox Road Partners, LLLP |
| Common Stock | 01/16/2015 | | J ⁽²⁾ | | 1,250,000 | D | \$ 0 | 0 | | I | by Cox Road Partners II, LLLP |

Edgar Filing: MIMEDX GROUP, INC. - Form 4

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.

SEC 1474
(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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., NE MARIETTA, GA 30062 | X | | Chairman & CEO | |

Signatures

/s/ Michael J. Senken, by Power of Attorney
Date: 01/20/2015

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).

Number of shares held directly includes 177,705 shares of Restricted Stock, which vest in equal installments over the first three anniversary dates of the grants. Mr. Petit also indirectly beneficially owns an aggregate of 1,350,000 shares held by six (6) Grantor Retained Annuity Trusts (GRATs).

- (2) As disclosed in a prior report, Mr. Petit has transferred his interest and no longer serves as manager of Petit Management Company, LLC, the general partner of each of Cox Road Partners, LLLP and Cox Road Partners II, LLLP (the "Cox Road Partnerships"). Mr. Petit has now transferred his remaining partnership interests in the Cox Road Partnerships to his heirs and certain family trusts. As such, Mr. Petit is no longer the beneficial owner of the shares owned by the Cox Road Partnerships.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: MIMEDX GROUP, INC. - Form 4

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.