

MIMEDX GROUP, INC.
 Form 4
 October 31, 2014

FORM 4

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

OMB APPROVAL

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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)
10/09/2014

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/09/2014		G	V <u>39,240</u> ⁽¹⁾ D \$ 0	4,484,884	D	
Common Stock	10/29/2014		A	<u>50,000</u> ⁽²⁾ A \$ 0	4,534,884 ⁽³⁾	D	

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

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 (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 Owned Following Reporting Transaction (Instr. 6)
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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	X	Chairman & CEO	

Signatures

/s/ Michael J. Senken, by Power of Attorney
Date: 10/31/2014

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) In prior reports, Mr. Petit reported beneficial ownership of 150,000 shares of MDXG common stock owned by Petit Investments LP. The 39,240 shares were distributed to Mr. Petit as a liquidating distribution of Petit Investments LP and were subsequently disposed of by gift.
- (2) Grant of Restricted Stock, which vests in equal installments over the first three anniversary dates of the grant.
Number of shares held directly by Mr. Petit, including 177,705 shares of Restricted Stock, which vest in equal installments over first three anniversary dates of the grants. Mr. Petit also beneficially owns 1,250,000 shares held by Cox Road Partners II LLP, 1,250,000 shares held by Cox Road Partners LLLP, 1,250,000 shares held by Petit Investments LLLP II, and an aggregate of 1,350,000 shares held by six (6) Grantor Retained Annuity Trusts (GRATs). In prior reports, the shares held by the GRATs were reported as held by Mr. Petit directly.

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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