

MIMEDX GROUP, INC.  
 Form 4  
 May 19, 2015

**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 \*  
 Taylor William Charles

(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)  
 05/15/2015

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)  
 President and COO

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)
			Code	V	Amount or Price		
Common Stock	05/15/2015		S <sup>(1)</sup>		29,474 D \$ 10.0043		553,511 <sup>(2)</sup> D
Common Stock	05/18/2015		S <sup>(1)</sup>		120,526 D \$ 10.0063		432,985 <sup>(2)</sup> D
Common Stock	05/19/2015		M		80,000 A \$ 1.25		512,985 <sup>(2)</sup> D
Common Stock	05/19/2015		M		20,000 A \$ 1.65		532,985 <sup>(2)</sup> D

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.

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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)	Amount or Number of Shares
Stock Option	\$ 1.25	05/19/2015		M	80,000	02/23/2013 <sup>(3)</sup> 02/23/2022	Common Stock	80,000
Stock Option	\$ 1.65	05/19/2015		M	20,000	02/23/2011 <sup>(4)</sup> 02/23/2020	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor William Charles C/O MIMEDX GROUP, INC. 1775 WEST OAK COMMONS CT. NE MARIETTA, GA 30062	X		President and COO	

## Signatures

/s/ William C.  
Taylor 05/19/2015

\*\*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).
- (1) Shares sold under a 10b5-1 Trading Plan.
- (2) Includes 126,708 shares of restricted stock.
- (3) Option was granted on 2/23/12 and vested in equal installments over three years from the date of the grant.
- (4) Option was granted on 2/23/10 and vested in equal installments over three years from the date of the grant.

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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