

MIMEDX GROUP, INC.  
Form 8-K  
December 19, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934

Date of Report (date of earliest event reported): December 14, 2016

MIMEDX GROUP, INC.  
(Exact name of registrant as specified in charter)

Florida 001-35887 26-2792552  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

1775 West Oak Commons Ct, NE 30062  
Marietta, GA (Zip Code)  
(Address of principal executive offices)

(770) 651-9100  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At a meeting of the Board of Directors (the “Board”) of MiMedx Group, Inc. (the “Company”) held on December 14, 2016, the Board approved and adopted effective as of such date an amendment (the “Amendment”) to the Bylaws, as amended, of the Company amending Article II, Section 8 of the Bylaws to provide for majority voting in uncontested elections of directors.

Incumbent directors in uncontested elections who fail to receive a majority of votes cast at the meeting will be required to promptly tender a letter of resignation to the Board and the Nominating and Corporate Governance Committee of the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. Taking into account the recommendation of the Nominating and Corporate Governance Committee, the Board will make a determination regarding the resignation within 100 days from the date of the certification of election results.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Amendment to the Bylaws of MiMedx Group, Inc. adopted by the Board of Directors on December 14, 2016 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 19, 2016 MIMEDX GROUP, INC.

By: /s/ Michael J. Senken  
Michael J. Senken, Chief Financial Officer