MIMEDX GROUP, INC.

Form 4

October 31, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Taylor William Charles**

C/O MIMEDX GROUP, INC., 1775

(State)

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

MIMEDX GROUP, INC. [MDXG]

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

10/29/2013

WEST OAK COMMONS CT. NE (Street)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

below) President and COO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

MARIETTA, GA 30062

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

Securities

Ownership Indirect Form: Direct Beneficial Ownership (D) or Indirect (I) (Instr. 4) (Instr. 4)

Restricted Common

Stock

10/29/2013

18,000 A (1)

Code V Amount

5 49

(A)

(D)

Price

423,000 (2)

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.

SEC 1474 (9-02)

7. Nature of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 5.49	10/29/2013		A	50,000 (3)	10/29/2014	10/29/2023	Common Stock	50,000

Reporting Owners

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

Signatures

/s/ Michael J. Senken, by Power of Attorney 10/31/2013

**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 grant.
- (2) 350,000 of these shares are common stock. 73,000 of these shares are Restricted Stock, which vest in equal installments over the first three anniversary dates of the grant.
- (3) The options vest in three equal installments over the first three anniversary dates 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. 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.

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