

MIMEDX GROUP, INC.
 Form 4/A
 January 21, 2014

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 *
PETIT PARKER H

 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
MIMEDX GROUP, INC. [MDXG]

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

C/O MIMEDX GROUP, INC., 1775 WEST OAK COMMONS CT, N.E.

 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
10/18/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

MARIETTA, GA 30062

 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
10/18/2013

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	(A) or (D)	Price
Common Stock	10/18/2013			M	150,000	A	\$ 1
					8,685,020 ⁽¹⁾	D	

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

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SEC 1474 (9-02)

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrant	\$ 1	10/18/2013		M	150,000	10/20/2010	10/20/2013	Common Stock	150,000

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, N.E. MARIETTA, GA 30062	X	X	Chief Executive Officer	

Signatures

/s/ Michael J. Senken, by Power of Attorney
Date: 10/18/2013

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).
- Note: This amended Form 4 is being filed to amend the Transaction Code applicable to the reported transaction and the beneficial ownership total in Column 9 of Tables I and II. Includes 5,540,020 shares held directly by Mr. Petit; 150,000 shares held by The Parker H. Petit Grantor Trust, of which he serves as Trustee; 150,000 shares held by Petit Investments, L.P., of which he serves as General partner and limited partner and possesses shared voting and investment control; and 975,000 shares held by Cox Road Partners II, LLLP, 975,000 shares held by Cox Road Partners, LLLP and 975,000 shares held by Petit Investments II, L.L.L.P., Limited Liability Partnerships over which Mr. Petit possesses sole voting and investment control.
- (1) Includes 250,000 warrants held directly by Mr. Petit and 325,000 held by each of Cox Road Partners II, LLLP, Cox Road Partners, LLLP and Petit Investments II, L.L.L.P. Mr. Petit also has 80,000 shares of unvested restricted stock. He has no voting rights with respect to the unvested restricted stock.

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.