

PETIT PARKER H
Form 4
January 04, 2011

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., 811 LIVINGSTON COURT, SUITE B

(Street)

MARIETTA, GA 30067

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)

Chief Executive Officer

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

| 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/15/2010 | | P | 600,000 A \$ 1 | 3,630,258 ⁽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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| 5% Convertible Promissory Note | \$ 1 | 10/20/2010 | | P | 150,000 | 10/21/2010 | 12/31/2010 | | | Common Stock |
| Warrant ⁽²⁾ | \$ 1 | 10/20/2010 | | P | 150,000 | 01/01/2011 | 10/20/2013 | | | Common Stock |
| 5% Convertible Promissory Note | \$ 1 | 11/04/2010 | | P | 250,000 | 11/05/2010 | 12/31/2010 | | | Common Stock |
| Warrant ⁽²⁾ | \$ 1 | 11/04/2010 | | P | 250,000 | 01/01/2011 | 11/04/2013 | | | Common Stock |
| Warrant ⁽³⁾ | \$ 1.5 | | | | | 01/01/2011 | 11/15/2015 | | | Common Stock |
| Warrant | \$ 0.6 | 12/31/2010 | | G | 280,000 | 12/21/2009 | 09/22/2012 | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETIT PARKER H C/O MIMEDX GROUP, INC. 811 LIVINGSTON COURT, SUITE B MARIETTA, GA 30067 | | X | Chief Executive Officer | |

Signatures

/s/ Michael J. Senken, by Power of Attorney
Date: 01/04/2011

**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) Number of shares held directly by Mr. Petit. Mr. Petit also beneficially owns 150,000 shares held by the Parker H. Petit Grantor Trust, of which he serves as the Trustee; 150,000 shares held by Petit Investments LP 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 LLP, 975,000 shares held by Cox Road Partners LLLP, and 975,000 shares held by Petit Investments LLLP II, limited liability limited partnerships over which Mr. Petit

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possesses sole voting and investment control.

- (2) In conjunction with the 5% Convertible Promissory Note, the holder was issued warrants to purchase common stock.
- (3) In conjunction with the purchase of common stock listed in table 1 above, the holder was issued warrants to purchase common 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.