

MIMEDX GROUP, INC.

Form 5

January 26, 2016

FORM 5**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
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
PETIT PARKER H

(Last)

(First)

(Middle)

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

(Street)

2. Issuer Name and Ticker or Trading
Symbol
MIMEDX GROUP, INC. [MDXG]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20155. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman & CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, GA 30062

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City)

(State)

(Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/02/2015	Â	G ⁽¹⁾	200,000	D \$ 0 4,826,821	D	Â
Common Stock	04/02/2015	Â	G ⁽¹⁾	200,000	A \$ 0 200,000	I	By spouse
Common Stock	04/02/2015	Â	G	90,000	D \$ 0 4,736,821	D	Â
Common	05/21/2015	Â	G	200,000	D \$ 0 0	I	By spouse

Stock

Common Stock	11/16/2015	Â	G	1,700	D	\$ 0	4,735,121	D	Â
Common Stock	11/17/2015	Â	G ⁽²⁾	1,350,000	D	\$ 0	0	I	by GRATs

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 2270
(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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

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., NE MARIETTA, GA 30062	Â X	Â	Â Chairman & CEO	Â

Signatures

/s/ Michael J. Senken, by Power of Attorney 01/26/2016

__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) This transaction involved a gift of securities by the reporting person to his spouse.

(2) In previous reports, Mr. Petit has reported indirect ownership of an aggregate of 1,350,000 shares held by six (6) Grantor Retained Annuity Trusts (GRATs) established for estate planning purposes for the benefit of his heirs. On November 17, 2015, Mr. Petit resigned

Edgar Filing: MIMEDX GROUP, INC. - Form 5

as Trustee of each of the GRATs, and, as such, ceased to have beneficial ownership of the shares as of that date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.