

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): March 28, 2013

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida

(State or other jurisdiction of incorporation)

000-52491

(Commission File Number)

26-2792552

(IRS Employer Identification No.)

**60 Chastain Center Blvd., Suite 60
Kennesaw, GA**

(Address of principal executive offices)

30144

(Zip Code)

(678) 384-6720

(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))
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Item 3.02 Unregistered Sales of Equity Securities.

On March 28, 2013, the Company issued 1,174,915 unregistered shares of common stock valued at approximately \$5,792,000 for earn-out consideration related to the acquisition of Surgical Biologics, LLC. The consideration paid in the Company's common stock was based on a formula determined by sales and certain expenses for the year ended December 31, 2012. For further discussion of the contingent consideration, see Note 4 – Acquisition of Surgical Biologics in the Company's Form 10-K filed on March 15, 2013.

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.

MIMEDX GROUP, INC.

Dated: April 2, 2013

By: /s/ Michael J. Senken

Michael J. Senken, Chief Financial Officer