
**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 of 1934

Date of Report (Date of earliest event reported): May 14, 2010

MIMEDX GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other Jurisdiction of
Incorporation)

000-52491

(Commission File Number)

26-2792552

(IRS Employer Identification No.)

**811 Livingston Court, Suite B
Marietta, GA**

(Address of Principal Executive Offices)

30067

(Zip Code)

Registrant's telephone number, including area code: **(678) 384-6720**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the 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 5.03 Amendments to Articles of Incorporation or Bylaws.

(a) On May 11, 2010, the Board of Directors of MiMedx Group, Inc. authorized an amendment to the Bylaws of the company in Article III, Section 2 “Number, Term and Qualification”; Article III, Section 3 “Removal”; Article III, Section 5 “Vacancies”.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 11, 2010, MiMedx Group, Inc., held an annual meeting of its shareholders. There were five proposals acted upon at that meeting. All proposals were approved. The following is a description of each item and the votes cast for each:

Proposal 1: The nine nominees for director were elected, as follows:

	<u>For</u>	<u>Withheld</u>
Parker H. Petit	23,995,898	1,009
Steve Gorlin	23,996,883	24
Kurt M. Eichler	23,996,883	24
Charles E. Koob	23,996,898	9
Larry W. Papasan	23,996,892	15
Andrew K. Rooke, Jr.	22,437,550	1,559,357
Joseph G. Bleser	23,996,883	24
J. Terry Dewberry	23,996,898	9
Bruce Hack	23,996,898	9

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Total shares voted	23,996,898	0	9	9,761,372

Proposal 2: By the following vote, the shareholders approved the proposal to amend the Classification of Board of Directors

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	32,856,313	888,955	13,011

Proposal 3: By the following vote, the shareholders approved the proposal to amend that Directors may only be removed for cause

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	32,172,341	1,567,925	18,013

Proposal 4: By the following vote, the shareholders approved the proposal to amend the 2006 Stock Incentive Plan

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Total shares voted	23,672,072	306,826	18,009	9,761,372

Proposal 5: The appointment of Cherry, Bekaert & Holland LLP as our principal independent auditor was ratified by the following shareholder vote

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	33,662,020	25,000	71,259

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 3.2 Amendment to the Bylaws of Mimedx Group, Inc.

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.

By: /s/ Michael J. Senken

Michael J. Senken, Chief Financial Officer

Dated: May 14, 2010

AMENDMENT TO THE BYLAWS
OF
MIMEDX GROUP, INC.

The Bylaws of MiMedx Group, Inc., a Florida corporation, adopted as of February 29, 2008 (the "Bylaws") are hereby amended as follows:

A. Article III, Section 2 of the Bylaws entitled "Number, Term and Qualification" is hereby deleted in its entirety and the following new Section 2 is substituted therefor:

"Section 2. Number, Term and Qualification. As provided in the Articles of Incorporation, the number of directors shall consist of not less than three members, the exact number of which shall be fixed from time to time by resolution adopted by the Board of Directors; provided, that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The members of the Board of Directors elected at the 2010 annual meeting of shareholders shall be divided into three classes, designated as Class I, Class II, and Class III as specified in the resolution adopted by shareholders at such meeting. Each Class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The Class I directors elected at the 2010 annual meeting of shareholders shall be deemed elected for a three-year term, Class II directors for a two-year term, and Class III directors for a one-year term. Each director shall hold office until the next annual meeting of shareholders upon which his/her term expires and until his/her successor is elected and qualified, or until his/her earlier death, resignation or removal. At each succeeding annual meeting of shareholders, successor directors to the Class of directors whose term expires at that annual meeting of shareholders shall be elected for a three-year term. If the number of directors has changed, any increase or decrease shall be apportioned among the Classes so as to maintain the number of directors in each Class as nearly equal as possible. Directors shall be natural persons 18 years of age or older, but need not be residents of the State of Florida or shareholders of the Corporation."

B. Article III, Section 3 of the Bylaws entitled "Removal" is hereby deleted in its entirety and the following new Section 3 is substituted therefor:

"Section 3. Removal. As provided in the Articles of Incorporation, a director may be removed from office only for cause as hereinafter defined and at a meeting of shareholders called expressly for that purpose by a vote of the holders of 66- 2/3 % of the shares cast that are entitled to vote at an election of directors. For purposes of this provision, "cause" shall mean (i) a conviction of a felony regardless of whether it relates to the Corporation or its securities; (ii) declaration of incompetency or unsound mind by court order; or (iii) commission of an action that constitutes intentional misconduct or a knowing violation of law that, in either case, results in a material injury to the Corporation."

C. Article III, Section 5 of the Bylaws entitled "Vacancies" is hereby deleted in its entirety and the following new Section 5 is substituted therefor:

“Section 5. Vacancies. As provided in the Articles of Incorporation, any vacancies occurring on the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled only by the affirmative vote of a majority of the remaining members of the Board of Directors, even if less than a quorum, at any meeting of the Board of Directors. Notwithstanding the immediately preceding sentence, the Board of Directors may by resolution determine that any such vacancies shall be filled by the shareholders of the Corporation. A director elected to fill a vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the number of directors, shall hold office until the next annual meeting of shareholders upon which his/her term expires and until his/her successor is elected and qualified, or until his/her earlier death, resignation or removal.”

D. Except as otherwise amended herein, the Bylaws remain in full force and effect.