
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A
(Rule 14a-101)

**INFORMATION REQUIRED IN
PROXY STATEMENT**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MIMEDX GROUP, INC.

(Name of registrant as specified in its charter)

Payment of the filing fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:



Vote the **BLUE** proxy card today!

[DOWNLOAD INVESTOR PRESENTATION](#)

The board of directors (the "**Board**") of MiMedx Group, Inc. ("**MiMedx**" or the "**Company**") unanimously recommends that you vote the **BLUE** proxy card:

- **FOR** the election of each of the Company's highly qualified Board nominees: M. Kathleen Behrens Wiley, K. Todd Newton and Timothy R. Wright;
- **AGAINST** the shareholder proposal to amend the Company's bylaws to require the Board to hold a meeting on August 19, 2019 for the election of Class III directors, if properly presented (the "**Class III Director Election Bylaw Proposal**"); and
- **AGAINST** the shareholder proposal to repeal any amendments to the Company's bylaws adopted by the Board subsequent to October 3, 2018 and prior to August 19, 2019, if properly presented (the "**Bylaw Repeal Proposal**").

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

Innisfree MSA Incorporated
877-800-5195 (toll free)

MiMedx will hold its 2018 annual meeting of shareholders (the "**Annual Meeting**") on Monday, June 17, 2019, at 9:00 a.m. local time, at the Marietta Conference Center (Hilton Atlanta/Marietta) at 500 Powder Springs St., Marietta, GA 30064.

The Board has fixed the close of business on May 9, 2019 as the record date for shareholders who will be entitled to vote at the Annual Meeting.

The Board and the current senior management team have been working tirelessly to address the fallout from the actions of the prior senior management team and get the Company back on track. We believe that we have made substantial progress on these fronts, and now it is time to begin the Board transition and refreshment process. We are pleased to have worked collaboratively with Prescience Point Capital Management LLC (together with its affiliates, "**Prescience Point**") to identify new director candidates whom we believe will bring exceptional expertise to MiMedx. Now that the Audit Committee has conducted its independent investigation, we have engaged a new independent auditor and we have a plan to refresh the Board in place, we believe the Company is in a position to focus on its future and enhance its business, for the benefit of all stakeholders.

The Board unanimously recommends that shareholders vote the **BLUE** proxy card **FOR** the Company's experienced and highly qualified director nominees.

Your vote is extremely important.

Vote the **BLUE** proxy card today!

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

Innisfree MSA Incorporated
1.877.800.5195 (toll free)

[SIGN UP FOR MORE INFORMATION](#)

Email Address *

If you have any questions or comments regarding MiMedx, please contact:

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