

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 10, 2019

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida
(State or other jurisdiction
of incorporation)

001-35887
(Commission
file number)

26-279552
(IRS Employer
Identification No.)

1775 West Oak Commons Ct., NE, Marietta GA 30062
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (770) 651-9100

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	n/a	n/a

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 10, 2019, MiMedx Group, Inc. issued a press release providing information regarding Parker H. “Pete” Petit. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press release, issued on June 10, 2019, providing information regarding Parker H. “Pete” Petit</u>

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.

Date: June 10, 2019

MIMEDX GROUP, INC.

By: /s/ Edward J. Borkowski
Interim Chief Financial Officer

MiMedx Issues Additional Information to Shareholders*Company Urges Shareholders to Vote the BLUE Card Today*

MARIETTA, Ga., June 10, 2019 — MiMedx Group, Inc. (OTC PINK: MDXG) (“MiMedx” or the “Company”), an industry leader in advanced wound care and an emerging therapeutic biologics company, today issued additional information to shareholders regarding the Company’s upcoming 2018 annual meeting of shareholders (the “Annual Meeting”), scheduled to be held on 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. Shareholders as of the close of business on May 9, 2019 are entitled to notice of, and to vote at, the Annual Meeting.

The information is as follows:

Who Is Parker “Pete” Petit?

Parker H. “Pete” Petit joined MiMedx Group, Inc. (“*MiMedx*” or the “*Company*”) as Chairman of the Board, Chief Executive Officer and President in February 2009. He resigned as CEO and Chairman effective June 30, 2018 and as a director of MiMedx effective September 20, 2018, amid questions arising among the Company’s Board of Directors (the “*Board*”) regarding the Company’s leadership and direction. On September 20, 2018, the Company announced that Mr. Petit’s separation from the Company would be treated as “for cause.”

In the Company’s View, Mr. Petit Cannot Be Allowed to Return to MiMedx In Any Capacity

In its independent investigation conducted with the assistance of King & Spalding LLP, a nationally recognized law firm, and KPMG LLP, which performed forensic accounting work, the Audit Committee of the Board found that the evidence demonstrated that Mr. Petit and certain members of his management team engaged in longstanding material misconduct, which harmed MiMedx and its shareholders. More specifically, the evidence demonstrated that Mr. Petit and certain members of his management team disregarded accounting rules; undertook improper actions to manage and manipulate the timing and recognition of revenue; made misleading and false statements to the Company’s outside auditors, the Board and the U.S. Securities and Exchange Commission after questions were raised about the Company’s accounting practices; took actions against whistleblowers; and emphasized short-term business goals over compliance and ethics.

Findings from the investigation include evidence demonstrating that Mr. Petit and certain members of his management team took the following actions, among others:

- Giving a distributor a lucrative consulting contract simultaneously with a large purchase by the distributor near the end of an accounting reporting period;
- Intentionally shipping products that were not needed by a customer and recording the revenue, while agreeing at the time of shipment to allow the customer to return or exchange the products in a later accounting reporting period, without recording specific provisions for such returns or exchanges;

- Booking a large sale at the end of a quarter to a distributor that the Company was in the process of buying, for which the Company recognized the revenue but never received payment;
- Agreeing to “side deals” that allowed the Company’s distributors to return products or pay for product only when they subsequently resold them;
- Intentionally hiding a “side” arrangement from the Company’s own accountants and outside auditors, which caused the Company to recognize revenue incorrectly and at the time of the original shipment;
- Deceiving the Company’s auditors and the Board on multiple occasions about the business dealings with these distributors;
- Falsely testifying under oath about the arrangements with the Company’s largest distributor;
- Installing a secret video surveillance system to record interviews that he and other former members of management conducted of certain employees and those employees’ discussions amongst themselves without those employees’ knowledge or consent; and
- Engaging in a pattern of taking action against employees who raised concerns about the Company’s practices, including reassignment, discipline or termination, without conducting a thorough investigation of those concerns.

As a result of these and related activities, the Company under Mr. Petit’s leadership recognized revenues in the wrong accounting reporting period, and in certain instances, improperly recognized revenue altogether. In certain situations, the timing and improper recognition of revenue allowed the Company to meet its published earnings guidance. Absent these apparent revenue management activities, the Company’s results would have fallen short of earnings guidance in these periods.

The U.S. Department of Justice and the U.S. Securities and Exchange Commission are currently investigating Mr. Petit’s conduct.

Mr. Petit is seeking to return to the Company as a director on the Board and to have two of his business associates elected to the Board. The Board unanimously opposes Mr. Petit’s return, and the Board struggles to understand what his nominees would bring to the boardroom. Neither of his fellow nominees appears to have any knowledge of our products or markets, healthcare experience, executive operating experience or public company board experience.

We believe Mr. Petit’s return in any capacity to MiMedx would be extremely damaging to the Company and its relationships with employees, customers, business partners, potential capital sources, law enforcement and regulators.

We urge you to vote for the Company's nominees at the upcoming 2018 Annual Meeting.

Please vote online or by phone using the **BLUE** card.

Materials about the Annual Meeting, including the Company's definitive proxy statement, can be accessed at www.VoteBlueForMiMedx.com.

Your Vote Is Important, No Matter How Many Or How Few Shares You Own.

If you have questions about how to vote your shares, or need additional assistance, please contact the firm assisting MiMedx in the solicitation of proxies:

INNISFREE M&A INCORPORATED
Shareholders may call toll-free at 1 (877) 800-5195
Banks and Brokers may call 1 (212) 750-5833

MiMedx urges you **NOT** to sign any white proxy card sent to you by or on behalf of Mr. Petit or his nominees.

If you have already done so, you have every legal right to change your vote by using the enclosed **BLUE** proxy card to vote **TODAY**—by telephone, by Internet or by signing, dating and returning the **BLUE** proxy card in the postage-paid envelope provided.

Sidley Austin LLP is acting as legal advisor to MiMedx.

About MiMedx

MiMedx® is an industry leader in advanced wound care and an emerging therapeutic biologics company developing and distributing human placental tissue allografts with patent-protected processes for multiple sectors of healthcare. The Company processes the human placental tissue utilizing its proprietary PURION® process methodology, among other processes, to produce allografts by employing aseptic processing techniques in addition to terminal sterilization. MiMedx has supplied over 1.5 million allografts to date. For additional information, please visit www.mimedx.com.

Contacts

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