

**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 14, 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 14, 2019, MiMedx Group, Inc. (the “**Company**”) issued a press release urging shareholders of the Company to vote for the Company’s three director nominees, K. Todd Newton, Dr. Kathleen Behrens Wilsey and Timothy R. Wright, for election at the Company’s 2018 annual meeting of shareholders to be held on June 17, 2019. 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	Press release of MiMedx Group, Inc., dated June 14, 2019.

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 14, 2019

MIMEDX GROUP, INC.

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



MiMedx Urges Shareholders to Vote Today “FOR” All of the Board’s Highly Qualified Nominees on the BLUE Proxy Card

The MiMedx Annual Meeting is This Coming Monday, June 17, 2019

MARIETTA, Ga., June 14, 2019 — MiMedx Group, Inc. (OTC PINK: MDXG) (“MiMedx” or the “Company”), an industry leader in advanced wound care and an emerging therapeutic biologics company, encourages shareholders to vote “FOR” all of the Board’s highly qualified nominees online or by telephone by following the easy instructions on the **BLUE** Proxy Card. The 2018 Annual Meeting of Shareholders (the “Annual Meeting”) will be held on Monday, June 17, 2019 – shareholders are urged to vote the **BLUE** proxy card TODAY.

Vote FOR Board Refreshment and FOR MiMedx’s New, Experienced and Objective Nominees.

The MiMedx Board of Directors has developed a comprehensive plan to refresh the composition of the Board in the near term while providing important business oversight and leadership continuity. None of the incumbent directors whose terms expire at the Annual Meeting or the 2019 annual meeting of shareholders will stand for reelection. In their stead, the Board will nominate or appoint six new directors, including our new CEO. Two of the candidates standing for election at the upcoming Annual Meeting were identified by one of the Company’s largest shareholders, Prescience Point Capital Management LLC.

MiMedx’s plan to refresh the composition of the Board with directors that will provide important business oversight and leadership can be implemented **ONLY** if you vote on the **BLUE** proxy card “FOR” all of MiMedx’s nominees.

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

The Board unanimously opposes the return of Parker H. “Pete” Petit to the Company 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 material misconduct, which harmed MiMedx and its shareholders. The MiMedx Board unanimously recommends that shareholders do **NOT** sign the white proxy card sent to you by, or on behalf of, Mr. Petit or his nominees.

All Three Leading Proxy Advisory Firms Recommend Shareholders Vote the BLUE Proxy Card.

Institutional Shareholder Services (“ISS”), Glass, Lewis & Co. (“Glass Lewis”) and Egan-Jones Proxy Services all recommended MiMedx shareholders **vote FOR** the Company’s three director nominees on the **BLUE** proxy card and have indicated that they believe that Mr. Petit’s return to MiMedx would be damaging to the Company.

In its report dated June 10, 2019, ISS noted the following¹:

- “The company’s slate would add the current CEO (Wright), a highly qualified chair of the board (Behrens Wilsey), and a new chair of the audit committee (Newton), all of whom show competence and relevant experience. Of equal importance, the management nominees are new to the company and untainted by any wrongdoing that might have taken place in prior years.”

In its report dated June 11, 2019, Glass Lewis concluded¹:

- “We’re of the opinion that a return of Mr. Petit to the boardroom would be ill-advised, send the wrong message to the Company’s investors, customers, employees and regulators, and represent a very concerning step backwards just when the Company seems poised to return its focus on rebuilding investor trust and confidence and growing its business.”

Both ISS and Glass Lewis recommended that shareholders **vote AGAINST** the two shareholder proposals submitted by Mr. Petit.

Shareholders can vote by following the easy instructions on the **BLUE** proxy card. **With the annual meeting only days away, MiMedx shareholders are encouraged to vote now online or by telephone to ensure their shares are represented at the Annual Meeting.** Shareholders who have already voted using a white proxy card have the right to change their vote and can do so by following the easy instructions on the **BLUE** proxy card. Only the last dated vote will count.

The Company reminds shareholders that all materials regarding the Board’s recommendations for the Annual Meeting are available at <https://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

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.

Safe Harbor

This communication includes forward-looking statements, including statements regarding the plan of MiMedx Group, Inc. (the “**Company**”) to refresh the Board. Forward-looking statements may be identified by words such as “believe,” “expect,” “may,” “plan,” “potential,” “will,” “would” and similar expressions and are based on current beliefs and expectations. Forward-looking statements are subject to risks and uncertainties, and the Company cautions investors against placing undue reliance on such

statements. Actual results may differ materially from those set forth in the forward-looking statements as a result of various factors, including the results of any election at the Company's 2018 annual meeting of shareholders (the "2018 Annual Meeting") or the Company's 2019 annual meeting of shareholders (the "2019 Annual Meeting"). There is no assurance that the Board's nominees will be elected at the 2018 Annual Meeting or the 2019 Annual Meeting. Any forward-looking statements speak only as of the date of this communication, and except as required by law, the Company assumes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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¹ Permission to use quotations neither sought nor obtained.