

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Taylor William Charles</u> (Last) (First) (Middle) C/O MIMEDX GROUP, INC. 1775 WEST OAK COMMONS CT. NE (Street) MARIETTA GA 30062 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MIMEDX GROUP, INC. [MDXG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and COO
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2015		S ⁽¹⁾		29,474	D	\$10.0043	553,511 ⁽²⁾	D	
Common Stock	05/18/2015		S ⁽¹⁾		120,526	D	\$10.0063	432,985 ⁽²⁾	D	
Common Stock	05/19/2015		M		80,000	A	\$1.25	512,985 ⁽²⁾	D	
Common Stock	05/19/2015		M		20,000	A	\$1.65	532,985 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$1.25	05/19/2015		M		80,000		02/23/2013 ⁽³⁾	02/23/2022	Common Stock	80,000	\$0	0	D	
Stock Option	\$1.65	05/19/2015		M		20,000		02/23/2011 ⁽⁴⁾	02/23/2020	Common Stock	20,000	\$0	40,606	D	

Explanation of Responses:

- Shares sold under a 10b5-1 Trading Plan.
- Includes 126,708 shares of restricted stock.
- Option was granted on 2/23/12 and vested in equal installments over three years from the date of the grant.
- Option was granted on 2/23/10 and vested in equal installments over three years from the date of the grant.

Remarks:

/s/ William C. Taylor 05/19/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.