

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|                                                                                                                                                                                                                                            |                                                                                   |                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Falcon Fund 2 Holding Company, L.P.</u><br><br>(Last) (First) (Middle)<br><u>21 WATERWAY AVENUE, SUITE 225</u><br><br>(Street)<br><u>THE WOODLANDS TX 77380</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MIMEDX GROUP, INC. [ MDXG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|                                                                                                                                                                                                                                            | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/22/2023</u>             |                                                                                                                                                                                               |
|                                                                                                                                                                                                                                            | 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, par value \$0.001 per share | 12/22/2023                           |                                                    | C                              | (I) | 28,195,249                                                        | A          | (I)   | 28,195,249                                                                                    | 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 |
| Series B Preferred Stock, par value \$0.001 per share | \$3.85                                                 | 12/22/2023                           |                                                    | C                              |   |                                                                                        | 90,000 | (I)                                                      | (I)             | Common Stock                                                                      | 28,195,249                                 | (I)                                                                                                | 0(I)                                                      | D                                                      |       |

**Explanation of Responses:**

1. On December 22, 2023, all 90,000 shares of Series B Preferred Stock, par value \$0.001 per share, with a liquidation preference of \$1,000.00 per share ("Series B Preferred Stock"), of MiMedx Group, Inc. (the "Issuer") held by Falcon Fund 2 Holding Company, L.P. (the "Reporting Person"), which were previously acquired by the Reporting Person on June 30, 2020, mandatorily converted into an aggregate 28,195,249 shares of common stock, par value \$0.001 per share ("Common Stock"), of the Issuer, in accordance with the terms of the Series B Preferred Stock, which amount is inclusive of 4,818,626 shares of Common Stock issuable to the Reporting Person as a dividend.

Falcon Fund 2 Holding Company, L.P., a Delaware limited partnership; By: EW Healthcare Partners Fund 2-UGP, LLC, its general partner; By: Martin P. Sutter, Authorized Signatory /s/ Martin P. Sutter

\*\* Signature of Reporting Person Date 12/27/2023

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.