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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): February 19, 2009**

**MIMEDX GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other Jurisdiction of  
Incorporation)

**000-52491**

(Commission File Number)

**90-0300868**

(IRS Employer Identification No.)

**1234 Airport Road, Suite 105**

**Destin, Florida**

(Address of Principal Executive Offices)

**32541**

(Zip Code)

Registrant's telephone number, including area code: **(850) 269-0000**

(Former name or former address if changed since last report.)

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:

- 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))
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### **Item 3.02 Unregistered Sales of Equity Securities.**

On February 19, 2009, a prior Stock Subscription and Purchase Agreement dated September, 25, 2008, for 487,500 units, each unit of which consisted of a share of our Common Stock (at \$3.00 per share) and a warrant with a five-year term to purchase a share of our Common Stock for \$3.50, was amended and restated. The original Agreement provided that the investor had an option, for a period of six months following the purchase, to exchange the common shares for other financial instruments that may be issued at a price, or effective price in the case of convertible instruments, lower than the original purchase price. The investor exercised this option on February 19, 2009. The Amended Stock Subscription and Purchase Agreement contains the sale of 1,170,000 shares at \$1.25 per share and 975,000 warrants at \$0.70 per share, and otherwise on the same terms as disclosed in the Company's Form 10-Q filed on February 23, 2009.

On February 20 and 23, 2009, the Company entered into Stock Subscription and Purchase Agreements with certain accredited investors pursuant to which such investors purchased 500,000 shares of the Company's Common Stock at a price of \$1.00 per share, for aggregate proceeds of \$500,000.

The Common Stock was offered and sold solely to accredited investors in reliance on the exemption from registration afforded by Rule 506 D promulgated under the Securities Act of 1933, as amended.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements with Certain Officers.**

(b) Thomas W. D'Alonzo notified the Company on February 19, 2009 that he would resign effective February 24, 2009 from his position as Chief Executive Officer of the Company and as Director of the Company and of MiMedx, Inc., the Company's subsidiary.

John C. Thomas, Jr. notified the Company on February 19, 2009 that he would resign effective February 24, 2009 from his position as Chief Financial Officer and Secretary of the Company.

On February 19, 2009, Brian J. Splan resigned from his position as President of MiMedx, Inc., the Company's subsidiary, effective February 20, 2009.

Steve Gorlin notified the Company on February 19, 2009 that he would resign effective February 24, 2009 from his position as Chairman of the Board of Directors of the Company and of the Company's subsidiary, MiMedx, Inc. Mr. Gorlin will remain on the Board of Directors.

(c) Effective February 24, 2009, the Board of Directors elected Andrew K. "Kreamer" Rooke to the Board of Directors of the Company, to fill the vacancy created by the resignation of Mr. D'Alonzo.

Mr. Rooke will serve as a director until the next annual meeting of shareholders or until his successor is elected or qualified. There is no arrangement or understanding between Mr. Rooke and any person pursuant to which Mr. Rooke was selected as a director. Mr. Rooke will receive compensation pursuant to the Company's outside (non-employee) director compensation plan. The Company pays its outside (non-employee) directors an annual retainer of \$20,000 for serving on the Board of Directors, payable quarterly in equal installments. Each outside director also receives a meeting fee of \$2,500 for each in-person meeting of the Board of Directors that they attend and a fee of \$500 for each telephonic Board meeting in which they participate. Additionally, the Chairman of any committee of the Board receives an additional \$5,000 annually, and all members of each committee receive an additional \$2,500 annually. Also, under our outside director plan, each new director will be awarded a one-time stock option grant of 50,000 shares of the Company's Common Stock when appointed. Stock options granted to directors vest 25% at the date of grant and 25% at each anniversary date over three years.

Andrew K. "Kreamer" Rooke, Jr., age 25, has been involved with MiMedx since inception. Mr. Rooke was one of the initial investors in the Company and worked directly with the Chairman of MiMedx Group, Inc. from January 2007 to June 2008, during which time he advised on the acquisition of SpineMedica Corp. and aided in the Company's emergence into the public markets. During this time, he also worked with the Gorlin Companies, assisting in the management and capitalization of a host of portfolio companies and new investment opportunities. Currently, Mr. Rooke is handling his family's private investments and company's affairs, analyzing new investment opportunities while trying to enhance the state of current ventures. From July 2008 to November

2008, Mr. Rooke worked as an Investment Banking Analyst in the Global Healthcare Group of Collins Stewart, Inc. He has worked with over eight different companies, across several industries, on either a consulting or full-time basis and has initiated the investment of more than \$25 million in lower/middle market opportunities. From 2003 to 2006, Mr. Rooke studied at the University of Pennsylvania, where he received a Bachelor's degree in Economics.

Also effective February 24, the Company's Board of Directors elected Parker W. "Pete" Petit as the Chairman of the Board of the Company, to fill the vacancy created by the death of W. Hamilton Jordan, effective February 24, 2009. Mr. Petit will serve as Chairman until the next annual meeting of shareholders or until his successor is elected or qualified. Mr. Petit was also appointed our Chief Executive Officer and President effective February 24, 2009. Mr. Petit's complete compensation package is still being negotiated with the Compensation Committee of the Board of Directors, and a Form 8-K will be filed when an Employment Agreement is executed. However, the Board has agreed to compensate Mr. Petit with an annual base salary of \$225,000 and a grant of 1 million options, which will vest 75% immediately and 15% on each of the next one-year anniversaries.

Mr. Petit, age 69, was Chairman and CEO of Matria Healthcare which was sold to Inverness Medical Innovations in May of 2008. Matria Healthcare was a former subsidiary of Healthdyne, which Mr. Petit founded in 1971. Mr. Petit served as Chairman and CEO of Healthdyne and some of its publicly traded subsidiaries after Healthdyne became a publicly traded company in 1981. One of Healthdyne's other subsidiaries, was merged with Respironics in 1995, and Respironics was sold in 2008 to Phillips Healthcare. Mr. Petit received his bachelor's degree in Mechanical Engineering and Master of Science degree in Engineering Mechanics from Georgia Tech and an MBA degree in Finance from Georgia State University.

At Georgia Tech, Mr. Petit funded a professorial chair for "Engineering in Medicine", endowed the Petit Institute for Bioengineering and Bioscience, and assisted with the funding of the Biotechnology Building which bears his name. At Georgia State University, he assisted with the funding of the Science Center building which also bears his name. In 1994, he was inducted into the Technology Hall of Fame of Georgia. In 2007, he was inducted into the Georgia State Business School Hall of Fame. Mr. Petit has previously served as a member of the Board of Directors of the Georgia Research Alliance which is chartered by the State of Georgia to promote high technology and scientific development in the State. He serves as a member of the Board of Directors of two publicly-traded companies: Intelligent Systems Corporation [NYSE: INS] and Logility, Inc. [NasdaqGM: LGTY].

The Board also appointed Michael J. Culumber on February 19, 2009 as its Acting Chief Financial Officer, effective February 24, 2009.

Mr. Culumber, age 46, joined the Company in May 2008 and has served as the Chief Financial Officer of MiMedx, Inc. since that time. Mr. Culumber has an extensive background providing financial and accounting services for over 23 years. Prior to joining the Company, Mr. Culumber provided financial and accounting consultation to Fortune 500 companies as well as emerging businesses. From August 2005 thru October 2006, Mr. Culumber served as the Director of Finance for Masonite International. Prior to that, Mr. Culumber spent 19 years in the Public Accounting field, most notably 17 years, with KPMG, LLP, in Tampa, Florida. Mr. Culumber is a Certified Public Accountant and holds a Masters in Business Administration degree from Florida Southern College.

#### **Item 7.01 Regulation FD.**

On February 25, 2009, the Company issued a press release announcing the appointment of Mr. Petit. The information in the press release is being furnished, not filed, pursuant to Item 7.01 of Form 8-K. Accordingly, the information in Item 7.01 of this Current Report, including Exhibit 99.1, will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued February 25, 2009

**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.

**MIMEDX GROUP, INC.**

Dated: February 25, 2009

By: /s/ Michael J. Culumber  
Michael J. Culumber,  
Acting Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

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99.1 Press Release issued February 25, 2009

**MiMedx Group, Inc. Adds Parker H. “Pete” Petit as Chairman of the Board of Directors, President, and Chief Executive Officer**

Wednesday, February 25, 2009 – Atlanta, Ga – The Board of Directors of MiMedx Group, Inc. (OTCBB: MDXG.OB) (the “Company”) is pleased to announce the appointment of Parker H. “Pete” Petit as its Chairman of the Board of Directors, President, and Chief Executive Officer, effective February 24, 2009. Mr. Steve Gorlin, who formerly held the position of Chairman, will remain on the Board. Mr. Andrew K. “Kreamer” Rooke, Jr., was appointed to the Board of Directors effective February 24, 2009. Mr. Rooke, who holds a Bachelor’s Degree in Economics from the University of Pennsylvania, was an initial investor with the Company and formerly worked directly with the Chairman, advising on the acquisition of SpineMedica Corp. and aiding in the Company’s emergence into the public markets. Mr. Thomas W. D’Alonzo, who formerly held the position of CEO, has resigned from his position as CEO and member of the Board of Directors.

Most recently, Mr. Petit was Chairman and CEO of Matria Healthcare which was sold to Inverness Medical Innovations in May of 2008. Matria Healthcare was a former subsidiary of Healthdyne, which Mr. Petit founded in 1971. Mr. Petit served as Chairman and CEO of Healthdyne and some of its publicly traded subsidiaries after Healthdyne became a publicly traded company in 1981. One of Healthdyne’s other subsidiaries, was merged with Respiroics in 1995, and Respiroics was sold in 2008 to Phillips Healthcare. Mr. Petit received his bachelor’s degree in Mechanical Engineering and Master of Science degree in Engineering Mechanics from Georgia Tech and an MBA degree in Finance from Georgia State University.

At Georgia Tech, Mr. Petit funded a professorial chair for “Engineering in Medicine”, endowed the Petit Institute for Bioengineering and Bioscience, and assisted with the funding of the Biotechnology Building which bears his name. At Georgia State University, he assisted with the funding of the Science Center building which also bears his name. In 1994, he was inducted into the Technology Hall of Fame of Georgia. In 2007, he was inducted into the Georgia State Business School Hall of Fame. Mr. Petit has previously served as a member of the Board of Directors of the Georgia Research Alliance which is chartered by the State of Georgia to promote high technology and scientific development in the State. For more information on Mr. Petit, please visit [www.thepetitgroup.com](http://www.thepetitgroup.com).

Mr. Petit, who recently made a significant investment in the Company, stated, “I am looking forward to assisting the MiMedx Group in transitioning from a development stage company to an operating company. The Company has assembled an exciting portfolio of intellectual property that may be used as human implants for the orthopedics market. The Company has some extremely talented scientists and engineers, and I am looking forward to assisting them in turning its intellectual property into revenues and profits in the years ahead. I will do my utmost to keep our shareholders fully apprised of its progress.”

**About MiMedx Group, Inc.**

MiMedx Group, Inc. is organized around three business/development groups. First, its Level Orthopedics group has filed several patent applications and holds other proprietary intellectual property for an innovative line of extremity-orthopedic implants, focused on the hand, wrist, elbow, and shoulder. Second, its subsidiary MiMedx, Inc. has filed patent applications, holds exclusive patent licenses and other proprietary technology based on durable, cross-linked collagen fibers, which may prove beneficial in augmenting the repair of soft-tissue injury and disease. Third, its subsidiary SpineMedica, LLC owns a license for a polyvinyl alcohol polymer that exhibits durability and biocompatibility, that may be used to treat damaged soft-tissue trauma and disease in the spine, as well as a barrier for scar tissue formation after surgery.

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The Company is preparing for its future growth. Its most recent Form 10-Q, filed on February 23, 2009, noted the fiscal challenges the Company must address in order to accomplish its goals, and management is aggressively seeking to address the Company's financial needs.

Recently, the Company began to prepare certain products for market launch and sales. Toward this end, the Company has explored distribution relationships with other organizations, and has also considered the acquisition of companies with product lines that would align with its products.

During calendar year 2008, the Company made progress, which resulted in a number of achievements, including:

- ü SpineMedica completed the development of its Paradís Vaso Shield™ surgical sheet product, culminating in a submission for FDA 510(k) marketing clearance.
- ü MiMedx successfully completed the build-out of its manufacturing facility, which is designed to permit MiMedx to operate in accordance with Good Manufacturing Practices (GMP) guidelines, which is important for seeking FDA and CE approval. This facility is now able to continuously spool NDGA-cross linked collagen fibers.
- ü MiMedx finalized the design and concluded initial testing on its first NDGA cross linked collagen product, the BioBraid™, designed for tendon augmentation and repair.
- ü Level Orthopedics developed and applied for patents on products focused on the fast-growing small-bone and joint field for the hand.

In calendar year 2009, assuming the Company meets its financial challenges, its scientists and engineers will continue to pursue significant and important results designed to furnish the Company with a robust product pipeline. The milestones the Company is working to achieve in calendar 2009 are:

- ü SpineMedica expects to initiate design verification performance testing on its cervical artificial disc, which will be used for cervical spinal disc replacement. Satisfactory performance testing data would be used in support of an IDE submission to the FDA.
- ü SpineMedica hopes to gain regulatory clearance for the Paradís Vaso Shield™ in the US and Europe by mid-year. Upon such approval, this innovative product could then be used by surgeons to isolate critical organs from the growth of scar tissue.
- ü SpineMedica plans to introduce the Paradís Vaso Shield™ at the Spine Arthroplasty Society meeting in London, England in April and the American Association of Neurological Surgeons meeting in San Diego in May.
- ü MiMedx expects to complete the validation of manufacturing, packaging, and sterilization of the first NDGA collagen-based product, the BioBraid™. The first use of this product could be in the veterinary market.
- ü MiMedx expects to submit the BioBraid™ for FDA 510(k) marketing clearance, intended for augmentation and repair of achilles, patellar, biceps, tibial tendons, and the rotator cuff.

The Company has a current need for substantial additional funding for these product lines in order for the Company to continue as a going concern. While the capital markets have changed dramatically over the past several months, the Company feels strongly that the leadership of the Company, particularly with the addition of Mr. Petit as Chairman and CEO, has the ability to position the Company for its future opportunities.

For further information, please refer to the Current Report on Form 8-K to be filed by MiMedx Group, Inc. with the SEC as soon as practicable, which will be accessible at: <http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001376339&owner=include&count=40>. You may also contact Matthew J. Miller, Executive Vice President of MiMedx Group, at 850-650-1010, for additional information.

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**Important Note regarding forward-looking statements and risk factors:** This letter includes statements that look forward in time or that express management's beliefs, expectations or hopes. Those statements are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The statements include those regarding current and anticipated funding and 2009 milestones. These future events may not occur as and when expected, if at all, and, together with the Company's business, are subject to various risks and uncertainties. These risks and uncertainties include that the Company currently requires substantial additional capital to survive which may be difficult or impossible to obtain, the Company may not receive regulatory approvals for its Paradis Vaso Shield™ on a timely basis or at all due to circumstance beyond its control, performance testing on its cervical disc replacement may not provide satisfactory data, validation of processes and procedures for BioBraid™ may involve unanticipated delay and costs or prove to be uneconomical, the Company may not be able to timely file an FDA 510(k) on BioBraid™, physicians may not accept the Company's products, and competitive pressures may adversely affect the Company's ability to obtain revenues. The risks and uncertainties also include the risk factors detailed in its Securities and Exchange Commission filings, including its Form 10-K filing for the year ended March 31, 2008, its most recent Form 10-Q filed on February 23, 2009, and the Company's other SEC filings. The Company does not undertake to update its forward-looking statements.