

**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 11, 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 11, 2019, MiMedx Group, Inc. (the “*Company*”) issued a press release announcing that Institutional Shareholder Services (“*ISS*”) and Egan-Jones Proxy Services (“*Egan-Jones*”), leading independent proxy advisory firms, have recommended Company shareholders vote “FOR” the Company’s three director nominees, K. Todd Newton, Dr. Kathleen Behrens Wilsey and Timothy R. Wright on the BLUE proxy card in connection with 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 11, 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 11, 2019

MIMEDX GROUP, INC.

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

**Leading Independent Proxy Advisory Firms ISS and Egan-Jones Recommend That
MiMedx Shareholders Vote the BLUE Card “FOR” All Three of the Company’s Director Nominees**

ISS Recommends Shareholders Vote “AGAINST” the Petit Group’s Shareholder Proposals

ISS Recommends Shareholders Do Not Vote the White Card

MARIETTA, Ga., June 11, 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 announced that leading proxy advisory firms Institutional Shareholder Services (“ISS”) and Egan-Jones Proxy Services (“Egan-Jones”) have recommended MiMedx shareholders vote “FOR” the Company’s three director nominees – K. Todd Newton, Dr. Kathleen Behrens Wilsey and Timothy R. Wright – on the **BLUE** proxy card in connection with the Company’s 2018 Annual Meeting of Shareholders to be held on June 17, 2019.

To help sort through the many claims and counterclaims in a contested director election, institutional investors such as mutual, pension and retirement funds rely on the recommendations from proxy advisory firms like ISS and Egan-Jones. These investors, who have investments in dozens, hundreds or even thousands of stocks, find it useful to hear the perspectives of neutral, independent experts like ISS and Egan-Jones as they consider how to vote their shares.

In its report dated June 10, 2019, ISS concluded 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.”
- “The leader of the dissident slate [Parker H. “Pete” Petit] is currently under investigation by the Department of Justice and the SEC. He is accused of lying under oath. And while he asserts that the audit committee of the board is acting to benefit itself, it is clear that he would benefit much more if he could rejoin the board and terminate efforts to claw back his prior years’ compensation. The other members of the dissident slate, Furstenberg and George, do not have any prior public board experience or any relevant professional biopharma experience.”
- “Shareholder support for the dissident slate would advocate for a return to the company as it existed prior to the board’s disclosure of financial irregularities, when it was apparently fraught with undisclosed risk. That would potentially be destructive to MiMedx’ long-term prospects.”
- “Choosing between the company’s nominees and those of the dissident, it appears clear that the best opportunity for long-term value creation lies with the leadership agreed to by the company and Prescience. Support for the management slate on the BLUE card is therefore recommended.”

Additionally, ISS recommends shareholders vote AGAINST the two shareholder proposals submitted by Parker H. “Pete” Petit on the BLUE card, advising for both:

- “A vote AGAINST this shareholder proposal is warranted as there appears to be no merit to the dissident campaign.”

In its report dated June 10, 2019, Egan-Jones concluded¹:

- “In our view, Mr. Petit’s termination with cause in 2018 is more than enough reason for him not to be elected in the Board. As a result of a series of investigations initiated by the Audit Committee, with the supervision and help of an independent firm, King & Spalding, we strongly believe that Mr. Petit should not be allowed to return in the Company in any position.”
- “In our view, Mr. Petit’s election to the Board will reject the value of credibility and integrity, which the Company is trying to gain from its employees, customers, business partners, potential capital sources, law enforcement and regulators. His return to the Company, in our view, would seriously harm its relationships with the said stakeholders, and will damage its reputation and investor confidence that the Board is trying to rebuild.”
- “We commend the Company for refreshing the Board, which includes the appointment of a new CEO. While we believe that much work is to be done, in our view, the Company has taken the significant steps to strengthen the foundation of its strategic plan, by electing new leaders, who will lead the Company in the restoration of its brand and reputation. Given a slate of nominees, the nominees appear qualified **and we recommend that clients vote FOR the nominees on the BLUE proxy card provided by the management.**”

Commenting on the ISS and Egan-Jones reports, Charles R. Evans, Chairman of the Board, stated, “We are encouraged by ISS’s and Egan-Jones’s strong support and their recommendations that MiMedx shareholders vote for all three of our highly qualified director nominees on the BLUE proxy card.”

MiMedx urges shareholders to follow the ISS and Egan-Jones recommendations and vote “**FOR**” MiMedx’s highly qualified nominees online or by telephone, using the **BLUE** proxy card TODAY. Shareholders should be aware that a vote on Mr. Petit’s white card — even if you vote against Mr. Petit — is not the same as voting for MiMedx’s candidates. Please use the **BLUE** card.

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 collect at 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.

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¹ Permission to use quotations neither sought nor obtained.