

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)¹

MiMedx Group, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

602496101
(CUSIP Number)

EIAD ASBAHI
PRESCIENCE POINT CAPITAL MANAGEMENT, LLC
1670 Lobdell Avenue, Suite 200
Baton Rouge, Louisiana 70806
225-341-5565

COPIES TO:

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New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 6, 2022
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON Prescience Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 5,719,888
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 5,719,888
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,719,888	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.0%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Prescience Point Special Opportunity LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 1,357,913
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,357,913
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,357,913	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.2%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Prescience Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 7,077,801
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 7,077,801
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,077,801	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.2%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON Prescience Investment Group, LLC d/b/a Prescience Point Capital Management LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION LOUISIANA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 7,602,577
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 7,602,577
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,602,577	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%	
14	TYPE OF REPORTING PERSON IA	

1	NAME OF REPORTING PERSON Eiad Asbahi	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 7,602,577
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 7,602,577
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,602,577	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

On May 6, 2022, Prescience Point Capital Management LLC (“Prescience Point”), one of the Issuer’s largest shareholders, issued an open letter to the Issuer’s shareholders expressing its intention to vote WITHHOLD against two members of the Issuer’s Board, Phyllis Gardner and James Bierman, nominated by the Board for re-election at the Issuer’s upcoming annual meeting of shareholders (the “2022 Annual Meeting”) for the reasons described below.

Prescience Point stated in the letter its belief that despite the Issuer’s extremely positive results from the Issuer’s Phase 2B Knee Osteoarthritis (OA) Trial and the commercial potential of the Issuer’s Amniofix treatment, the Issuer’s management and Board’s strategic missteps, inept public messaging, and poor governance have led to a chronic undervaluation of the Issuer’s equity. The letter further expressed concern with the juxtaposition of the Issuer’s recent stock price underperformance with the Issuer’s excessive executive compensation over the same period, noting the Issuer’s recent issuance of a 603,000 restricted share grant (worth almost \$3 million) to CEO Tim Wright.

In addition, Prescience Point detailed five examples of the Board’s and management’s disregard of shareholders’ interests, specifying: (1) management’s poor investor communications; (2) the Issuer’s excessive executive compensation; (3) the Board’s inequitable structure; (4) the Issuer’s mismanagement of its clinical trials; and (5) the value destructive EW (defined below) transaction.

With respect to management’s poor investor communications, the letter expressed Prescience Point’s belief that the Issuer has failed to communicate the value of its wound care business and the promise of Amniofix to the investment community, inexplicably downplaying Amniofix’s total addressable market (“TAM”) and peak sales potential.

Prescience Point expressed its belief in the letter that that the Issuer’s executive compensation is unjustified by the Issuer’s poor performance and far exceeds what is paid by comparable companies. Prescience Point specifically pointed to the fact that recently, on April 8, 2022 – with the Issuer’s shares down more than 70% since September 10, 2021 and trading near their 52-week lows, the Board awarded management an excessive and undeserved share grant, including a 603,000 restricted share grant worth almost \$3 million to CEO Wright.

With respect to the Board’s inequitable structure, Prescience Point expressed its belief that that the power to control the Issuer has become overly concentrated in the hands of private equity firm EW Healthcare Partners (“EW”) at the expense of remaining shareholders. Specifically, the letter notes that EW holds an outsized share of control over the Issuer, with 33% of the Board currently or formerly affiliated with EW while EW owns only 18% of the Issuer’s shares. Prescience Point stated its belief that EW’s status as a preferred stockholder misaligns its incentives with the broader shareholder base, and may push it to block a potential sale of Amniofix or the broader business.

Prescience Point expressed its frustration with the Issuer's recent handling of its clinical trials by, for example, giving expired Amniofix product to patients in the treatment arms of the second patient cohort of both the Phase 2b knee OA and Phase 3 plantar fasciitis trials. These poor results that resulted from this mistake directly led, according to the letter, in a 60% decline in the Issuer's share price on the day the results were announced.

Prescience Point concluded the letter by reiterating its belief that the Issuer has tremendous potential to enhance shareholder value through its promising product pipeline and wound care business. However, in light of these shortcomings, *inter alia*, Prescience Point believes that it is imperative that it make clear its dissatisfaction with the status quo through its "Withhold" vote against the incumbent directors and "Against" the advisory approval of executive compensation.

The foregoing description of the letter does not purport to be complete and is qualified in its entirety by reference to the full text of the letter, which is filed as Exhibit 99.1, and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit	Description
99.1	Open Letter to Shareholders of the Issuer, dated May 6, 2022.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 6, 2022

Prescience Partners, LP

By: Prescience Point Capital Management LLC
Investment Manager

By: /s/ Eiad Asbahi
Name: Eiad Asbahi
Title: Managing Member

Prescience Point Special Opportunity LP

By: Prescience Point Capital Management LLC
Investment Manager

By: /s/ Eiad Asbahi
Name: Eiad Asbahi
Title: Managing Member

Prescience Capital, LLC

By: /s/ Eiad Asbahi
Name: Eiad Asbahi
Title: Managing Member

Prescience Point Capital Management LLC

By: /s/ Eiad Asbahi
Name: Eiad Asbahi
Title: Managing Member

/s/ Eiad Asbahi
EIAD ASBAHI

Prescience Point Capital Management Issues Open Letter to Shareholders of MiMedx Group

Intends on Withholding Votes Against Directors Phyllis Gardner and James Bierman at 2022 Annual Meeting and Vote Against Approval of Executive Compensation

BATON ROUGE, La., May 6, 2022 -- [Prescience Point Capital Management LLC](#) (“Prescience Point”), a research-focused, catalyst-driven investment firm that beneficially owns approximately 6.7% of the outstanding common stock of MiMedx Group, Inc. (“MDXG” or the “Company”) (NASDAQ: MDXG), today issued an open letter to shareholders announcing its intent to WITHHOLD its votes against two members of MDXG’s Board of Directors, Phyllis Gardner and James Bierman, who are up for election at the Company’s annual meeting of shareholders on June 7, 2022.

“MDXG’s share price is down over 70% from its peak less than a year ago, largely as a result of mismanaged clinical trials, value-destructive decisions, and poor investor communication, among other failures. Yet the Board recently granted millions of dollars in stock to CEO Tim Wright and other members of the Company’s senior leadership team,” said Eiad Asbahi, Founder and Managing Partner of Prescience Point.

“Under the Board’s oversight, management has aligned itself with, and power has become overly concentrated into, the hands of a private equity firm, EW Healthcare Partners (“EW”). This has resulted in the Company being run primarily for the benefit of two factions – EW and management – at the expense of the broader shareholder base. We believe shareholders deserve a truly representative Board that will make sound, value-creating decisions in the best interests of ALL shareholders. It is critically important that we all send a clear message through our WITHHOLD votes that continued underperformance, excessive compensation, and value-destructive actions of the Board and management will not be tolerated. This will also help set the stage for next year’s shareholder meeting, where four Board seats will be up for election,” added Mr. Asbahi.

The full text of the letter follows:

May 6, 2022

Dear Fellow MiMedx Shareholders:

Prescience Point Capital Management LLC, together with its affiliates (“Prescience Point”), beneficially owns approximately 6.7% of the outstanding shares of MiMedx Group, Inc. (“MDXG” or the “Company”), making us one of the Company’s largest shareholders. Despite gross mismanagement by the current regime, we continue to believe that MiMedx has an exciting future as a leader in the regenerative medicine space. Based on the extremely positive results from the first cohort of the Company’s Phase 2b knee osteoarthritis (OA) trial, we also continue to believe that Amniofix will be a game-changing, disease-modifying treatment for knee OA, with peak sales of over \$15 billion.

For the past two and a half years, Prescience Point has worked diligently to create value for all MDXG shareholders. It is extremely distressing to see our constructive efforts repeatedly thwarted by the ill-conceived actions of the Company’s leadership team and Board of Directors, whose strategic missteps, inept public messaging, and poor governance have led to a chronic undervaluation of MDXG’s equity.

After being asked on its recent earnings call why the market consistently undervalues MDXG compared to its peers, CEO Tim Wright said: "I don't know exactly what is missing here from an investor viewpoint."

We agree with CEO Wright. Management does not know what investors want, and that is clearly reflected in MDXG shares, which are currently trading at a massive discount to fair value. Inexplicably, despite management's dismal performance, the Board, including James Bierman, the Chair of the Compensation Committee, awarded management an excessive and undeserved windfall, including a 603,000 restricted share grant worth almost \$3 million to CEO Wright.

That alone should merit sending a message to the Board that the current status quo has to change. It is also worth noting that, despite MDXG's chronically languishing share price, not one member of management or the Board has ever stepped up to buy a single MDXG share with their own money since joining the Company.

IT IS TIME TO HOLD THE MIMEDX BOARD ACCOUNTABLE

For all of the reasons stated herein, we intend to vote "WITHHOLD ALL" to reject the election of Directors James Bierman and Phyllis Gardner and vote "AGAINST" the advisory approval of executive compensation, to register our dissatisfaction with the disastrous governance and direction of the Company. Our hope is that all shareholders understand the importance of withholding votes against these incumbent directors at the 2022 Annual Meeting in order to demonstrate that the status quo is unacceptable.

In our opinion, there are numerous examples of the Board's and management's disregard of shareholders' interests:

Poor Investor Communication. MiMedx has failed to communicate the value of its wound care business and the immense promise of its premier asset – Amniofix – to the investment community. Management has continuously downplayed the peak sales potential of Amniofix by communicating a total addressable market ("TAM") for the product that is a fraction of its true size. For example, during its recent presentation at the Canaccord Genuity Musculoskeletal Conference, CEO Tim Wright inexplicably estimated that the TAM for Amniofix is just \$1.3 billion to \$1.5 billion, implying that the product's peak sales potential is just a few hundred million dollars. This type of inept messaging by management has led the markets to largely ignore and assign little value to the Company's pipeline.

Given the fact that a majority of clinical-stage biotechnology companies are either sold or sign a partnership prior to running a Phase 3 trial, we believe there is a good chance that MDXG will pursue strategic alternatives for its Amniofix asset later this year. As such, we believe it is imperative that the Company rectify its inability to effectively communicate its story and other lingering issues ahead of these potential negotiations.

Egregiously Excessive Management Compensation. Despite management's consistent track record of shareholder value destruction, the Board has awarded executive compensation that is unjustified by performance and far exceeds what is paid by comparable companies. In fiscal years 2020 and 2021, CEO Tim Wright's total compensation was \$4.7 million and \$4.8 million, respectively. That was almost 2x the average compensation paid to CEOs of public companies with comparable annual sales. Furthermore, on April 8, 2022, with MDXG shares down more than 70% since September 10 and trading near their 52-week lows, the Board awarded management an excessive and undeserved share grant, including a 603,000 restricted share grant worth almost \$3 million to CEO Wright. **A WITHHOLD vote to reject Director James Bierman, who chairs the Compensation Committee, and a vote AGAINST the advisory approval of executive compensation would send a strong signal that shareholders will not tolerate this irresponsible behavior.**

Inequitable Concentration of Board Influence. Under the current Board’s oversight, power has become overly concentrated in the hands of EW. Current or former EW affiliates hold 33% (three out of nine) of the Board seats, which we believe is not justified by EW’s share ownership of approximately 18%. As a preferred stock holder in the Company and a private equity firm, EW’s incentives are different, and its investment time horizon is likely much longer than those of the broader shareholder base, creating a severe conflict of interest. We are concerned that EW could use its oversized influence on the Board to block a potential sale of Amniofix or the entire business later this year, resulting in the Company squandering a potentially massive value-creative window for its long suffering shareholder base. **A WITHHOLD vote against Director Phyllis Gardner, who is a former EW affiliate, would send a strong signal that shareholders will not tolerate this misalignment of interests.**

Mismanaged Clinical Trials. Under the current Board and management, MDXG has badly mismanaged its clinical trials, which directly led to the disappointing results of both its Phase 2b knee OA and Phase 3 plantar fasciitis trials. To be more specific, the second patient cohort of both the Phase 2b knee OA and Phase 3 plantar fasciitis trials performed poorly because the patients in the treatment arm were given expired Amniofix product. This extremely careless error directly resulted in a 60% decline in MDXG’s share price on the day the results were announced. Rather than accept responsibility for mismanaging the clinical trials, the current Board and management have tried to deflect blame by claiming that poor trial design by prior management was the reason for the failure of the studies. We view this lack of accountability as deeply troubling.

Value Destructive EW Transaction. Despite having more than sufficient liquidity and covenant cushion to fund itself for the next 12+ months, in July 2020, MDXG raised \$150 million of highly dilutive capital from EW and Hayfin Capital Management, including \$100 million of preferred stock (\$90 million from EW, \$10 million from Hayfin) and a \$50 million term loan (entirely funded by Hayfin). To make matters worse, with its shares trading near their pandemic low at just \$5.40, MDXG inexplicably agreed to issue the \$100 million of preferred stock with a conversion price of just \$3.85, representing a discount of 28.7%. This excessive, unnecessary, and incredibly value destructive transaction epitomizes the lack of regard that the current Board and management have shown for the best interests of shareholders.

We continue to believe that MiMedx has tremendous potential to enhance shareholder value through its promising product pipeline and wound care business. However, we also believe that the failure of the Board and management to act in the best interests of MDXG shareholders will continue to be a major obstacle to value-creation.

We feel that it is imperative to make abundantly clear our dissatisfaction with the status quo, which is why we intend to vote “Withhold” against the incumbent directors standing for re-election and “Against” the advisory approval of executive compensation. Our hope is that long-serving incumbents are held accountable at the Annual Meeting.

Respectfully,

Eiad Asbahi, Founder
Prescience Point Capital Management

Disclaimer

This material does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in any state to any person. In addition, the discussions and opinions in this press release are for general information only and are not intended to provide investment advice. All statements contained in this press release that are not clearly historical in nature or that necessarily depend on future events are "forward-looking statements," which are not guarantees of future performance or results, and the words "anticipate," "believe," "expect," "potential," "could," "opportunity," "estimate," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained in this press release that are not historical facts are based on current expectations, speak only as of the date of this press release and involve risks that may cause the actual results to be materially different. Certain information included in this material is based on data obtained from sources considered to be reliable. No representation is made with respect to the accuracy or completeness of such data, and any analyses provided to assist the recipient of this presentation in evaluating the matters described herein may be based on subjective assessments and assumptions and may use one among alternative methodologies that produce different results. Accordingly, any analyses should also not be viewed as factual and also should not be relied upon as an accurate prediction of future results. All figures are unaudited estimates and subject to revision without notice. Prescience Point disclaims any obligation to update the information herein and reserves the right to change any of its opinions expressed herein at any time as it deems appropriate. Past performance is not indicative of future results.

About Prescience Point Capital Management

Prescience Point Capital Management is a private investment manager that employs forensic investigative techniques to unearth significant mispricing in global markets. It specializes in extensive investigations of difficult-to-analyze public companies in order to uncover significant elements of the business that have been overlooked or ignored by others.

Prescience Point manages private funds on behalf of its clients and principals and takes positions both long and short in support of its research. Prescience Point invests across a broad set of equities that it believes have abnormally large disparities between what their underlying businesses are intrinsically worth and what their securities sell for. The firm was founded by investor Eiad Asbahi in 2009 and is headquartered in Baton Rouge, LA. Prescience Point Capital Management is a registered investment advisor with the State of Louisiana. Follow [@PresciencePoint](#).

Investor Contact:

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