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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 18, 2011

MIMEDX GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other Jurisdiction of
Incorporation)

000-52491

(Commission File Number)

26-2792552

(IRS Employer Identification No.)

**811 Livingston Court, Suite B
Marietta, GA**

(Address of Principal Executive Offices)

30067

(Zip Code)

Registrant's telephone number, including area code: **(678) 384-6720**

(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 1.01 Entry into a Material Definitive Agreement

(a) On March 18, 2011, the Board of Directors of MiMedx Group, Inc. approved and adopted amendment No. 2 (the "Amendment") to the MiMedx Group, Inc. 2006 Assumed Stock Incentive Plan (the "Plan"). The Amendment increased the aggregate number of shares of common stock available for issuance under the Plan from 8,500,000 to 9,500,000. The Company's Board of Directors intends to submit the Amendment to the Company's shareholders for approval at the next Annual Meeting of Shareholders to be held in the second quarter 2011. A copy of the Amendment is attached hereto as Exhibit No. 10.1

Item 5.02 Compensatory Arrangements of Certain Officers.

Increase in Base Salary of Chief Financial Officer

(e) Also on March 18, 2011, the Compensation Committee of the Board of Directors approved an increase in the base salary of the Chief Financial Officer to \$200,000, effective January 15, 2011, to coincide with the one-year anniversary date of Mr. Senken's employment.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 2 to the MiMedx Group, Inc. 2006 Assumed Stock Incentive Plan

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: March 23, 2011

By: /s/ Michael J. Senken
Michael J. Senken, Chief Financial Officer

2011 DECLARATION OF AMENDMENT
TO
MIMEDX GROUP, INC. ASSUMED 2006 STOCK INCENTIVE PLAN

THIS 2011 DECLARATION OF AMENDMENT, is made effective as of the 18th day of March, 2011, by MIMEDX GROUP, INC. (the "Corporation"), to the MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan (the "Plan").

R E C I T A L S:

WHEREAS, the Board of Directors of the Company (the "Board") has deemed it advisable to increase the aggregate number of shares of Common Stock that may be issued pursuant to Awards (as defined in the Plan) granted under the Plan from 8,500,000 shares to 9,500,000 shares;

WHEREAS, Section 12 of the Plan authorizes the Board acting as the Administrator (as defined in the Plan) to amend the Plan, provided that any amendment required by Applicable Laws (as defined in the Plan) to be approved by the Company's shareholders shall be approved by the Company's shareholders;

WHEREAS, the Board of the Company has deemed it advisable to amend the Plan as set forth herein; and

WHEREAS, the Corporation desires to evidence such amendments by this 2011 Declaration of Amendment.

NOW, THEREFORE, IT IS DECLARED that, effective as of March 18, 2011, the Plan shall be and hereby is amended as follows:

1. Amendment to Section 5(a). Section 5(a) ("Shares of Stock Subject to the Plan") of the Plan is hereby amended by substituting "9,500,000" for 8,500,000 in Section 5(a), so that Section 5(a) shall be amended as follows:

"(a) Shares of Stock Subject to the Plan. Subject to adjustments as provided in Section 5(d), the aggregate number of shares of Common Stock that may be issued pursuant to Awards granted under the Plan shall not exceed 9,500,000 shares. Shares delivered under the Plan shall be authorized but unissued shares, treasury shares or shares purchased on the open market or by private purchase. The Corporation hereby reserves sufficient authorized shares of Common Stock to meet the grant of Awards hereunder."

2. Amendment to Section 5(b). Section 5(b)(i) ("Award Limitations") of the Plan shall be amended by substituting "9,500,000" for "8,500,000," so that Section 5(b)(i) shall be amended as follows (with the remainder of Section 5(b) being unchanged):

"(i) The maximum number of shares of Common Stock that may be issued to any one Participant under the Plan pursuant to the grant of Incentive Options shall not exceed 9,500,000 shares;"

3. Continued Effect. Except as set forth herein, the Plan shall be unchanged and shall remain in full force and effect.

IN WITNESS WHEREOF, this 2011 Declaration of Amendment is executed on behalf of MiMedx Group, Inc. effective as of the day and year first above written.

MiMedx Group, Inc.

By: /s/ Michael J. Senken

Name: Michael J. Senken

Title: Chief Financial Officer

ATTEST:

By: /s/ Roberta L. McCaw

Name: Roberta L. McCaw

Title: Secretary and Treasurer