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): May 12, 2021

MIMEDX GROUP, INC.
(Exact name of registrant as specified in charter)

Florida	**001-35887**	**26-2792552**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(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
Common Stock, $0.001 par value per share	**MDXG**	**The Nasdaq Stock Market LLC**

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Important Cautionary Statement

This report includes forward-looking statements. Forward-looking statements are subject to risks and uncertainties, and the Company cautions investors against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Such forward-looking statements include statements regarding: (i) the Company's plans to review and analyze the results of its plantar fasciitis, Achilles tendonitis, and knee osteoarthritis clinical trials, and to announce top-line data in Q3 2021, plans for meetings with the FDA, and planned submissions to the FDA, and their timing, and potential FDA approvals, and potential product launch; the results of a clinical trial or trials may have little or no statistical value, or may fail to demonstrate that the product is safe or effective, any meeting with the FDA depends on successful clinical trial results, the availability of such a meeting and its timing is outside of the Company's control, and the Company may change its plans due to unforeseen circumstances, to conduct additional analyses, or for other reasons, and delay or alter the timeline for future trials, analyses, or public announcements; (ii) plans for expansion outside of the U.S., and the potential to expand the Company's portfolio of products through licensing transactions or additional clinical research; the process of obtaining regulatory clearances or approvals to market a biological product or medical device from the FDA or similar regulatory authorities outside of the U.S. is costly and time consuming, and such clearances or approvals may not be granted on a timely basis, or at all, and the ability to obtain the rights to market additional, suitable products depends on negotiations with third parties which may not be forthcoming; (iii) the effectiveness of amniotic tissue as a therapy for any particular indication or condition; the results of a clinical trial or trials may have little or no statistical value, or may fail to demonstrate that the product is safe or effective; (iv) expected spending on research and development in 2021, which depends in part on the results of pending clinical trials; and (v) the Company's long-term strategy for value creation, expectations of future growth, the status of its pipeline products, and expectations for future indications or products; such expectations depend upon most or all of the above factors. Additional forward-looking statements may be identified by words such as "believe," "expect," "may," "plan," "potential," "will," "preliminary," and similar expressions, and are based on management's current beliefs and expectations. The Company describes additional risks and uncertainties in the Risk Factors section of its most recent annual report and quarterly reports filed with the Securities and Exchange Commission. Any forward-looking statements speak only as of the date of this presentation and the Company assumes no obligation to update any forward-looking statement.

Item 7.01 Regulation FD.

On May 13, 2021, Timothy R. Wright, Chief Executive Officer, and Peter M. Carlson, Chief Financial Officer, of MiMedx Group, Inc. (the "Company" or the "Registrant") are expected to present at the Bank of America Securities 2021 Virtual Health Care Conference beginning at 2:45 PM Eastern time. A copy of the presentation materials they will use are attached hereto as Exhibit 99.1 and are incorporated herein for reference. MiMedx disclaims any inference regarding the materiality of such information which otherwise may arise as a result of its furnishing such information under Item 7.01 of this Current Report on Form 8-K. The information in the preceding paragraph, as well as Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section. It may only be incorporated by reference into another filing under the Exchange Act or Securities Act of 1933 if such subsequent filing specifically references Section 7.01 of this Current Report on Form 8-K.

Item 8.01 Other.

On May 12, 2021, the Company issued a press release reminding shareholders to vote at the 2021 Annual Meeting of Shareholders to be held virtually on May 27, 2021 at 10:00 a.m. Eastern Time at www.cesonlineservices.com/mdxg21_vm. The press release also confirmed that Prescience Point has withdrawn its proxy contest and all of the director nominees it proposed for election to the Company's Board of Directors at the annual meeting. The foregoing summary of the press release is qualified in its entirely by reference to the full text of the press release, which is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Presentation Materials dated May 13, 2021.
99.2	Press Release dated May 12, 2021.
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIMEDX GROUP, INC.

Date: May 12, 2021

By: /s/ Peter M. Carlson
Peter M. Carlson
Chief Financial Officer

Exhibit 99.1

MIMEDX

ADVANCING REGENERATIVE MEDICINE TREATMENT THROUGH PLACENTAL SCIENCE

Bank of America Securities 2021 Virtual Healthcare Conference

May 13, 2021

DISCLAIMER & CAUTIONARY STATEMENTS

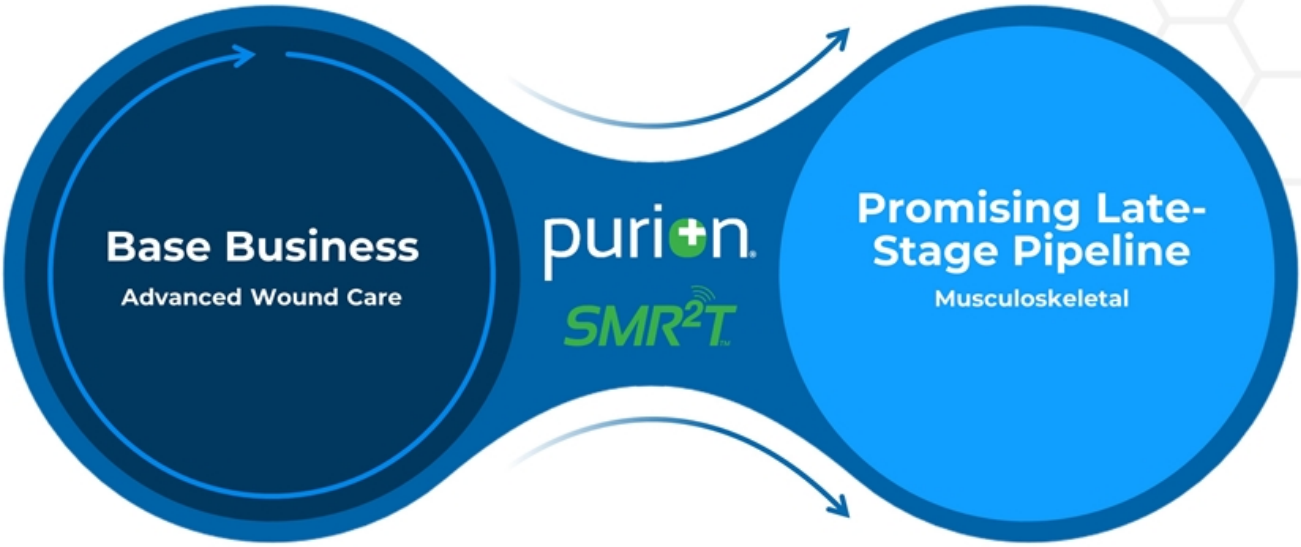
Important Cautionary Statement

This presentation includes forward-looking statements. Forward-looking statements are subject to risks and uncertainties, and the Company cautions investors against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Such forward-looking statements include statements regarding:

- the Company's plans to review and analyze the results of its plantar fasciitis, Achilles tendonitis, and knee osteoarthritis clinical trials, and to announce top-line data in Q3 2021, plans for meetings with the FDA, and planned submissions to the FDA, and their timing, and potential FDA approvals, and potential product launch; the results of a clinical trial or trials may have little or no statistical value, or may fail to demonstrate that the product is safe or effective, any meeting with the FDA depends on successful clinical trial results, the availability of such a meeting and its timing is outside of the Company's control, and the Company may change its plans due to unforeseen circumstances, to conduct additional analyses, or for other reasons, and delay or alter the timeline for future trials, analyses, or public announcements;
- plans for expansion outside of the U.S., and the potential to expand the Company's portfolio of products through licensing transactions or additional clinical research; the process of obtaining regulatory clearances or approvals to market a biological product or medical device from the FDA or similar regulatory authorities outside of the U.S. is costly and time consuming, and such clearances or approvals may not be granted on a timely basis, or at all, and the ability to obtain the rights to market additional, suitable products depends on negotiations with third parties which may not be forthcoming;
- the effectiveness of amniotic tissue as a therapy for any particular indication or condition; the results of a clinical trial or trials may have little or no statistical value, or may fail to demonstrate that the product is safe or effective;
- expected spending on research and development in 2021, which depends in part on the results of pending clinical trials; and
- the Company's long-term strategy for value creation, expectations of future growth, the status of its pipeline products, expectations for future indications or products; such expectations depend upon most or all of the above factors.

Additional forward-looking statements may be identified by words such as "believe," "expect," "may," "plan," "potential," "will," "preliminary," and similar expressions, and are based on management's current beliefs and expectations. The Company describes additional risks and uncertainties in the Risk Factors section of its most recent annual report and quarterly reports filed with the Securities and Exchange Commission. Any forward-looking statements speak only as of the date of this presentation and the Company assumes no obligation to update any forward-looking statement.

INDUSTRY LEADER IN UTILIZING AMNIOTIC TISSUE AS A PLATFORM FOR REGENERATIVE MEDICINE



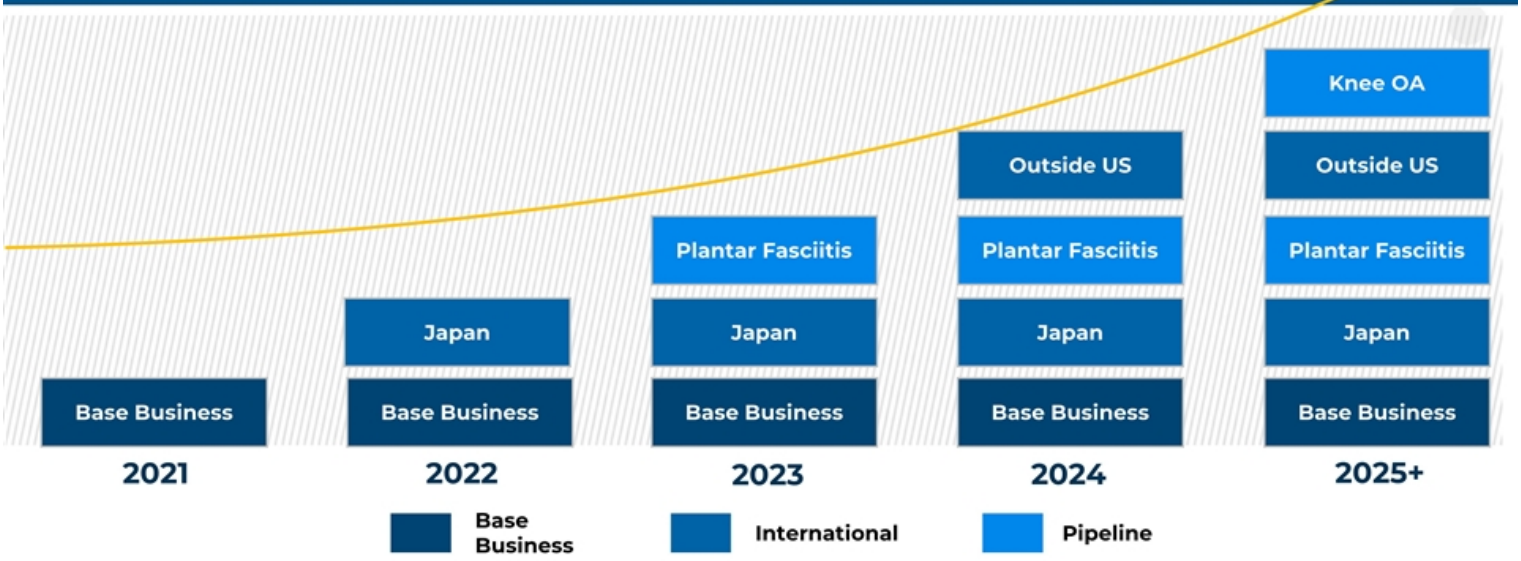
Distinct drivers of significant shareholder value with current and future growth potential

MIMEDX

CLEAR STRATEGY FOR VALUE CREATION

Industry leading base business with high gross margins provides foundation for long-term, stable growth, fueling late-stage pipeline

- Targeting 10%+ growth in base advanced wound care business
- Japan approval anticipated mid-2021; providing foundation for further international expansion
- Contribution from late-stage pipeline anticipated in 2023; Potential blockbuster drug reaching the market in 2025 / 2026
- Long-term view anticipates additional large-scale markets leveraging platform technology



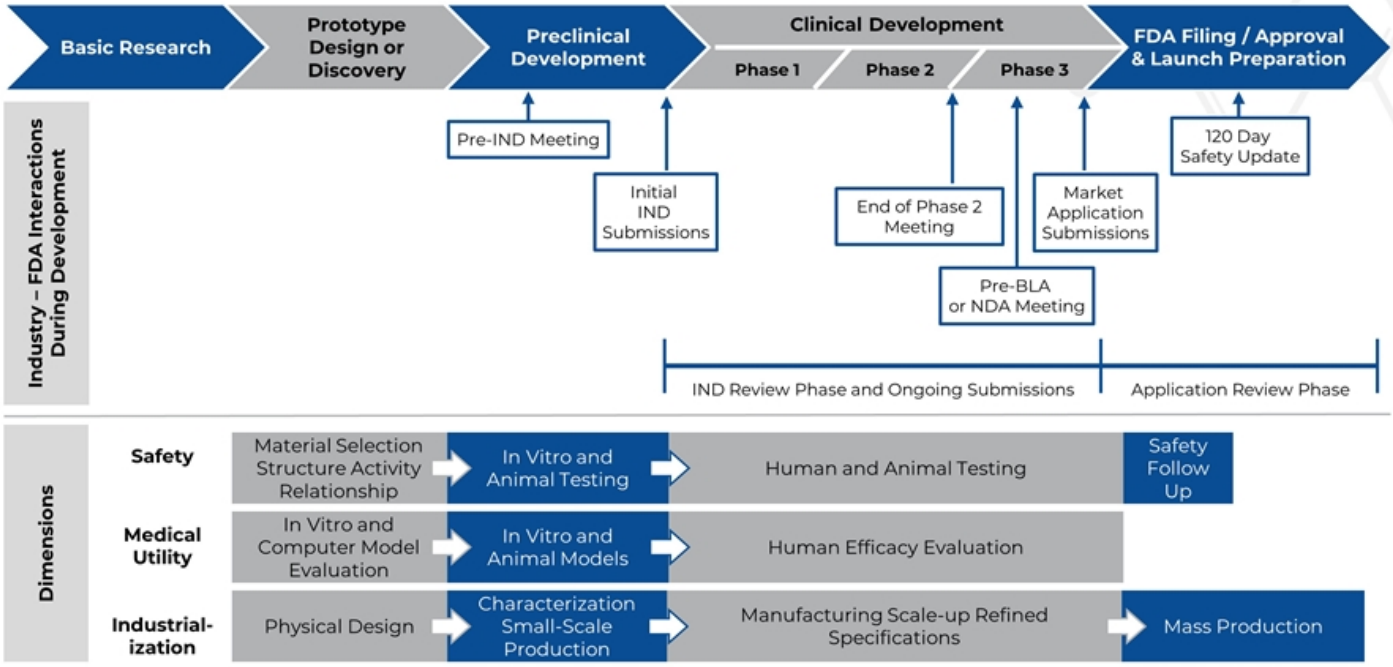
OUS = Outside United States. Timeline represents current plans and estimates only. Actual results and timing may differ materially. There can be no assurance that clinical trials are conducted or completed on schedule, that trial results are favorable, or that we obtain regulatory approval for our products and indications.

MIMEDX

THE BLA PROCESS REQUIRES CAREFUL PLANNING AND COORDINATION WITH THE FDA

Multiple work streams underway across R&D, Regulatory and Manufacturing to navigate the BLA pathway

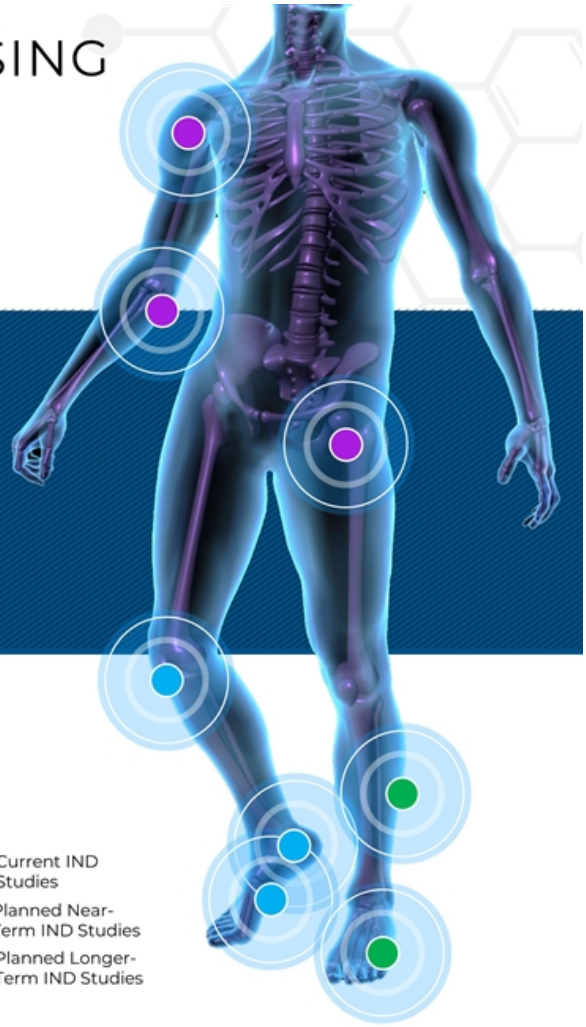
Industry – FDA Interactions During Development



MIMEDX

INVESTING HEAVILY IN PROMISING LATE-STAGE PIPELINE WITH SIGNIFICANT GROWTH OPPORTUNITIES

- Announced last patients last visits in three late-stage trials
- Top-line data readouts anticipated late-summer 2021
- Intend to initiate Phase 3 study Knee Osteoarthritis in Q3 2021
- Submitted IND for Chronic Cutaneous Ulcers; Received notification of allowance to proceed
- Three-fold increase in R&D expense to support acceleration of pipeline, including pre-clinical investigations around mechanism of action



Trials explore therapeutic potential as a **non-surgical** treatment option to **reduce pain & improve function** across areas of **significant unmet need**

MIMEDX

FROM **FOUNDATION** TO **TRANSFORMATION**

MIMEDX

MIMEDX Reminds Shareholders to Vote at the Upcoming Annual Meeting

Vote FOR MIMEDX's Experienced and Highly Qualified Directors and Governance Enhancement Proposals

MARIETTA, Ga., May 12, 2021 – MIMEDX Group, Inc. (NASDAQ: MDXG) ("MIMEDX" or the "Company"), an industry leader in utilizing amniotic tissue as a platform for regenerative medicine, today reminded shareholders to vote at the upcoming 2021 Annual Meeting of Shareholders ("Annual Meeting"), which will be held on May 27, 2021. MIMEDX's Board of Directors unanimously recommends that shareholders vote ***FOR*** all four of its director nominees and ***FOR*** all proposals on the Company's WHITE proxy card. MIMEDX has also confirmed that Prescience Point has voluntarily withdrawn its proxy contest and its proposed director candidates.

MIMEDX has four deeply experienced and highly qualified director nominees standing for election – Dr. M. Kathleen Behrens, Mr. Todd Newton, Mr. Timothy R. Wright, and Dr. Phyllis Gardner. MIMEDX has also put forth several key governance enhancement proposals, including declassifying the Board, reducing the ownership threshold for shareholders to be permitted to call a special meeting and adopting proxy access, all of which are consistent with public company corporate governance best practices.

Leading independent proxy advisory firm Institutional Shareholder Services ("ISS") has recommended that shareholders vote ***FOR*** all four of MIMEDX's director nominees and ***FOR*** all proposals included on the Company's WHITE proxy card.

Voting at the 2021 Annual Meeting will be an important opportunity to further accelerate MIMEDX's ongoing transformation and maintain the Company's positive momentum that resulted from the significant progress made over the past two years by the reconstituted Board and new management team.

Your Vote Is Important, No Matter How Many or How Few Shares You Own

You can vote by Internet, telephone or by signing and dating the **WHITE** proxy card and mailing it in the envelope provided.

If you have any questions about how to vote your shares, or need additional assistance, please contact:

MORROW SODALI

MDXG@investor.Morrowsodali.com
(203) 658-9400
or
Toll-Free (800) 662-5200

MIMEDX will be holding its Annual Meeting virtually on May 27, 2021 at 10:00 a.m. Eastern Time at www.cesonlineservices.com/mdxg21_vm. MIMEDX shareholders of record as of 5:00 p.m. Eastern Time on April 16, 2021 are entitled to vote at the Annual Meeting.

MIMEDX's definitive proxy materials, letter to shareholders and other relevant information can be found at https://votemimedx.com/.

Important Cautionary Statement

This communication contains forward-looking statements, including, among other things, statements regarding: (i) our ability to further accelerate the Company's transformation, maintain its momentum, and create shareholder value; and (ii) the Company's position and future opportunities. Additional forward-looking statements may be identified by words such as "believe," "expect," "may," "plan," "goal," "outlook," "potential," "will," "preliminary," and similar expressions, and are based on management's current beliefs and expectations.

Forward-looking statements are subject to risks and uncertainties, and the Company cautions investors against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. The Company describes factors that could cause actual results to differ from expectations in the Risk Factors section of its most recent annual report and quarterly reports filed with the SEC. Any forward-looking statements speak only as of the date of this communication and the Company assumes no obligation to update any forward-looking statement.

Important Information

The Company, its directors, director nominees and certain of its executive officers are participants in the solicitation of proxies from shareholders in respect of the Annual Meeting. The Company has filed a definitive proxy statement and associated WHITE proxy card in connection with the solicitation of proxies for the Annual Meeting with the SEC. Details concerning the nominees of the Company's board of directors for election at the Annual Meeting are set forth in the definitive proxy statement. BEFORE MAKING ANY VOTING DECISION, SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO, AS THEY CONTAIN IMPORTANT INFORMATION. Information regarding the identity of the Company's participants and their respective interests in the matters to be voted on at the Annual Meeting, by security holdings or otherwise, are set forth in the definitive proxy statement and other documents filed with the SEC in connection with the Annual Meeting. Investors and shareholders can obtain a copy of the definitive proxy statement and other documents filed by the Company free of charge from the SEC's website at www.sec.gov. The Company's shareholders can also obtain, without charge, a copy of the definitive proxy statement and other relevant filed documents from the "SEC Filings" section of the Company's website at www.mimedx.com.

About MIMEDX

MIMEDX is an industry leader in utilizing amniotic tissue as a platform for regenerative medicine, developing and distributing placental tissue allografts with patent-protected, proprietary processes for multiple sectors of healthcare. As a pioneer in placental biologics, we have both a core business, focused on addressing the needs of patients with acute and chronic non-healing wounds, and a promising late-stage pipeline targeted at decreasing pain and improving function for patients with degenerative musculoskeletal conditions. We derive our products from human placental tissues and process these

tissues using our proprietary methods, including the PURION® process. We employ Current Good Tissue Practices, Current Good Manufacturing Practices, and terminal sterilization to produce our allografts. MIMEDX has supplied over two million allografts, through both direct and consignment shipments. For additional information, please visit www.mimedx.com.

Contacts:

Investors:
Jack Howarth
Investor Relations
404-360-5681
jhowarth@mimedx.com

Media:
Hilary Dixon
Corporate Communications
770-651-9307
hdixon@mimedx.com