

PAPASAN LARRY W

Form 5

February 08, 2019

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
PAPASAN LARRY W

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading  
Symbol  
MIMEDX GROUP, INC. [MDXG]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20185. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director☐ 10% Owner☐ Officer (give title  
below)☐ Other (specify  
below)C/O MIMEDX GROUP,  
INC., 1775 WEST OAK  
COMMONS COURT, NE

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MARIETTA, GA 30062

(City)

(State)

(Zip)

☒ Form Filed by One Reporting Person☐ Form Filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/31/2018                              | 12/31/2018                                                  | A                                       | A                                                                          | A                                                                                                            | I                                                                    | Trust                                   |
| Common<br>Stock                       | 12/31/2018                              | 12/31/2018                                                  | A                                       | A                                                                          | A                                                                                                            | D                                                                    | A                                       |

Reminder: Report on a separate line for each class of  
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
the form displays a currently valid OMB control number.**SEC 2270  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                         |                               |
| Stock Option                               | \$ 1.2                                                 | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 05/11/2011 05/10/2020                                    | Common Stock                                                  | 15,000                        |
| Stock Option                               | \$ 1.1                                                 | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 12/14/2012 12/13/2021                                    | Common Stock                                                  | 15,000                        |
| Stock Option                               | \$ 2.94                                                | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 10/31/2013 10/30/2022                                    | Common Stock                                                  | 27,000                        |
| Stock Option                               | \$ 6.6                                                 | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 05/09/2014 05/08/2023                                    | Common Stock                                                  | 15,000                        |
| Stock Option                               | \$ 6.28                                                | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 07/28/2015 07/27/2024                                    | Common Stock                                                  | 15,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                    | Director      | 10% Owner | Officer | Other |
| PAPASAN LARRY W<br>C/O MIMEDX GROUP, INC.<br>1775 WEST OAK COMMONS COURT, NE<br>MARIETTA, GA 30062 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Alexandra O. Haden as power of attorney for Larry W. Papasan 02/08/2019

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.