PETIT PARKER H
Form 4
August 06, 2012

FORM 4

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

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:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETIT PARKER H

(Last) (First) (Middle)

C/O MIMEDX GROUP, INC., 60 CHASTAIN CENTER BLVD., SUITE 60

(Street)

KENNESAW, GA 30144

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MIMEDX GROUP, INC. [MDXG]

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/02/2012		X		300,000	A	$ 1.5	5,501,088	D (1)	
Common Stock	08/02/2012		X		76,346	A	$ 1.5	5,577,434	D (1)	
Common Stock	08/02/2012		X		126,986	A	$ 1.5	5,704,420	D (1)	

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant	$ 1.5	08/02/2012		X			300,000	11/15/2010	11/15/2015	Common Stock	300,000
Warrant	$ 1.5	08/02/2012		X			76,346	02/28/2011	02/28/2016	Common Stock	76,346
Warrant	$ 1.5	08/02/2012		X			126,986	02/28/2011	02/28/2016	Common Stock	126,986

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETIT PARKER H C/O MIMEDX GROUP, INC. 60 CHASTAIN CENTER BLVD., SUITE 60 KENNESAW, GA 30144	X	X	Chief Executive Officer	

Signatures

/s/ Michael J. Senken, by Power of Attorney	08/06/2012
**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).

(1) Number of shares held directly by Mr. Petit. Mr Petit also beneficially owns 150,000 shares held by the Parker H. Petit Grantor Trust, of which he serves as the Trustee; 150,000 shares held by Petit Investments LP of which he serves as General Partner and Limited Partner and possesses shared voting and investment control; and 975,000 shares held by Cox Road Partners II LLP, 975,000 shares held by Cox Road Partners LLLP and 975,000 shares held by Petit Investments LLLP II, limited liability partnerships over which Mr. Petit possesses sole voting and investment control.

Note: File three copies of this Form, one of which must be manually signed. If space 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.