

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): June 9, 2021

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida
(State or other jurisdiction
of incorporation)

001-35887
(Commission
File Number)

26-2792552
(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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Declassification of Board of Directors

On June 9, 2021, MiMedx Group, Inc. (the "Company") was advised by the Secretary of State of the State of Florida that it had accepted an amendment (the "First Articles of Amendment") to the Company's Restated Articles of Incorporation (the "Articles") to eliminate the classification of the Company's Board of Directors (the "Board") over a three-year period beginning at the 2022 annual meeting of shareholders, with directors elected to a one-year term following the expiration of the directors' existing terms, and provide for the annual election of all directors beginning at the 2024 annual meeting of shareholders. A description of the First Articles of Amendment was included in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on April 30, 2021 (the "Definitive Proxy Statement") and is incorporated herein by reference. The First Articles of Amendment were previously approved by the Board and became effective upon acceptance by the Secretary of State of the State of Florida on June 3, 2021. The preceding summary is qualified in its entirety by reference to the First Articles of Amendment, which are filed hereto as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Reduction in Threshold to Call a Special Meeting

On June 9, 2021, the Company was advised by the Secretary of State of the State of Florida that it had accepted an amendment (the "Second Articles of Amendment") to the Articles to reduce the ownership threshold for shareholders to call a special shareholders' meeting from 50% to 25% of all shares outstanding. A description of the Second Articles of Amendment was included in the Definitive Proxy Statement and is incorporated herein by reference. The Second Articles of Amendment were previously approved by the Board and became effective upon acceptance by the Secretary of State of the State of Florida on June 3, 2021. The preceding summary is qualified in its entirety by reference to the Second Articles of Amendment, which are filed hereto as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
3.1	<u>Articles of Amendment to Restated Articles of Incorporation, effective June 3, 2021.</u>
3.2	<u>Articles of Amendment to Restated Articles of Incorporation, effective June 3, 2021.</u>
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: June 10, 2021

By: /s/ Peter M. Carlson

Peter M. Carlson
Chief Financial Officer

Exhibit 3.1

**ARTICLES OF AMENDMENT
TO RESTATED ARTICLES OF INCORPORATION
OF
MIMEDX GROUP, INC.
TO DECLASSIFY THE BOARD OF DIRECTORS**

FIRST: This Corporation is named MiMedx Group, Inc. (the "**Corporation**"). The Articles of Incorporation of the Corporation were originally filed with the Office of the Department of State of the State of Florida on February 8, 2008. The Restated Articles of Incorporation of the Corporation were filed with the Office of the Department of State of the State of Florida on March 4, 2021.

SECOND: Pursuant to the authority of the Board of Directors of the Corporation set forth in the Corporation's Restated Articles of Incorporation and Section 607.0602 of the Florida Business Corporation Act (the "**Act**"), these Articles of Amendment were duly adopted by the Board of Directors of the Corporation on April 28, 2021 in accordance with the provisions of Section 607.1003 of the Act.

THIRD: These Articles of Amendment were duly approved by holders of a majority of the outstanding shares of the Common Stock and of the Preferred Stock of the Corporation, voting together as a single class, in accordance with the provisions of Section 607.1003 of the Act and the Corporation's Restated Articles of Incorporation on May 27, 2021.

FOURTH: The Corporation's Restated Articles of Incorporation are hereby amended by deleting Article 10(b) and inserting the following text in lieu thereof:

Article 10. Board of Directors. The business and the affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors comprised as follows:

[...]

(b) The members of the Board of Directors elected at the 2010 annual meeting of Shareholders shall be divided into three classes, designated as Class I, Class II, and Class III as specified in the resolution adopted by Shareholders at such meeting. Each Class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The Class I directors elected at the 2010 annual meeting of Shareholders shall be deemed elected for a three-year term, Class II directors for a two-year term, and Class III directors for a one-year term. Each director shall hold office until the next annual meeting of Shareholders upon which his/her term expires and until his/her successor is elected and qualified, or until his/her earlier death, resignation or removal. At each succeeding annual meeting of Shareholders prior to the 2022 annual meeting, successor directors to the Class of directors whose term expires at that annual meeting of Shareholders shall be elected for a three-year term. If the number of directors has changed, any increase or decrease shall be apportioned among the Classes so as to maintain the number of directors in each Class as nearly equal as possible. Notwithstanding the foregoing, commencing with the 2022 annual meeting of Shareholders, each person nominated as a director to serve in the class of directors whose term shall expire at such annual meeting of Shareholders shall be elected to hold office for a term expiring at the next annual meeting of Shareholders and until his/her successor is elected and qualified or until his/her earlier death, resignation or removal. As a result, commencing with the 2024 annual meeting of Shareholders, the Board of Directors shall consist of one class of directors (with the Class I, Class II and Class III designations being eliminated), with all director nominees at such annual meeting of Shareholders and thereafter being elected to hold office for a term expiring at the next annual meeting of Shareholders and until his/her successor is elected and qualified or until his/her earlier death, resignation or removal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on May 27, 2021.

MiMedx Group, Inc.

By: /s/ William F. Hulse IV

Name: William F. Hulse IV

Its: General Counsel and Secretary

Exhibit 3.2

**ARTICLES OF AMENDMENT
TO RESTATED ARTICLES OF INCORPORATION
OF
MIMEDX GROUP, INC.
TO REDUCE OWNERSHIP THRESHOLD
TO CALL A SPECIAL SHAREHOLDERS' MEETING**

FIRST: This Corporation is named MiMedx Group, Inc. (the "**Corporation**"). The Articles of Incorporation of the Corporation were originally filed with the Office of the Department of State of the State of Florida on February 8, 2008. The Restated Articles of Incorporation of the Corporation were filed with the Office of the Department of State of the State of Florida on March 4, 2021.

SECOND: Pursuant to the authority of the Board of Directors of the Corporation set forth in the Corporation's Restated Articles of Incorporation and Section 607.0602 of the Florida Business Corporation Act (the "**Act**"), these Articles of Amendment were duly adopted by the Board of Directors of the Corporation on April 28, 2021 in accordance with the provisions of Section 607.1003 of the Act.

THIRD: These Articles of Amendment were duly approved by holders of a majority of the outstanding shares of the Common Stock and of the Preferred Stock of the Corporation, voting together as a single class, in accordance with the provisions of Section 607.1003 of the Act and the Corporation's Restated Articles of Incorporation on May 27, 2021.

FOURTH: The Corporation's Restated Articles of Incorporation are hereby amended by deleting Article 9 and inserting the following text in lieu thereof:

Article 9. Special Meeting of Shareholders. Special meetings of the shareholders for any purpose may be called by the Secretary of the Corporation at the request in writing of shareholders owning not less than 25% of all votes entitled to be cast on any issue proposed to be considered at the proposed meeting by delivering one or more written demands for the meeting which are signed, dated and delivered to the Secretary of the Corporation, describe the purpose(s) for which the meeting is to be held, and comply with the procedures set forth in Article II, Section 3 of the Amended and Restated Bylaws of the Corporation (as further amended and/or amended and restated from time to time, the "**Bylaws**"), or any successor or replacement provision of the Bylaws. The foregoing shall be in addition to, and not limit in any manner, the right of the any other person or group, including, to the extent applicable, the Board, the Chairman of the Board and the Chief Executive Officer of the Corporation, to call a special meeting of the shareholders as may be expressly provided in Article II, Section 3 (or any successor or replacement provision) of the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on May 27, 2021.

MiMedx Group, Inc.

By: /s/ William F. Hulse IV

Name: William F. Hulse IV

Its: General Counsel and Secretary