

**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): December 22, 2023

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 8.01 Other Events

On December 28, 2023, MiMedx Group, Inc. (the “Company”) issued a press release announcing the mandatory conversion of all its outstanding shares of Series B Convertible Preferred Stock (the “Preferred Stock”) into shares of the Company’s Common Stock on December 22, 2023, in accordance with the terms of the Preferred Stock as set forth in the Company’s Articles of Incorporation, as amended. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press release dated December 28, 2023.
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: December 28, 2023

By: /s/ Doug Rice

Doug Rice

Chief Financial Officer



MIMEDX Announces Conversion of Outstanding Series B Convertible Preferred Stock to Common Stock

MARIETTA, Ga., December 28, 2023 — MiMedx Group, Inc. (Nasdaq: MDXG) (“MIMEDX” or the “Company”) today announced that its outstanding 95,000 shares of Series B Convertible Preferred Stock (the “Preferred Stock”), together with any accrued dividends, were automatically converted into shares of the Company’s Common Stock on December 22, 2023, in accordance with the Preferred Stock terms set forth in the Company’s Articles of Incorporation. As a result of this conversion, approximately 30 million shares of Common Stock have been added to the Company’s share count. The conversion of the shares ends the dividend accrual associated with the Preferred Stock.

Commenting on the conversion, MIMEDX Chief Executive Officer, Joseph H. Capper stated, “Today marks an important milestone in our journey to improve MIMEDX’s financial profile. The Preferred Stock conversion, triggered by the Company’s increased Common Stock share price and following the third anniversary of the Preferred Stock financing transaction in July of 2020, simplifies our balance sheet and eliminates an ongoing dividend payment obligation.”

Mr. Capper continued, “By infusing much-needed financial support during a critical phase in the Company’s evolution, EW Healthcare Partners and Hayfin Capital Management provided MIMEDX with the resources necessary to reshape the Company and position it for growth well into the future. As a result, we are now starting to generate momentum and believe our most exciting times are still ahead of us, as we continue to grow and innovate. We are eternally grateful to these two exceptional partners and for the support they have provided MIMEDX.”

Martin P. Sutter, co-founder and managing director of EW Healthcare Partners, stated, “We are delighted with the progress MIMEDX has made since our initial investment, and particularly over the course of 2023, which has been marked by significant commercial momentum and disciplined expense controls. EW Healthcare Partners looks forward to continuing its long-term support as MIMEDX seeks to cement its leadership position in the industry.”

About MIMEDX

MIMEDX is a pioneer and leader focused on helping humans heal. With more than a decade of helping clinicians manage chronic and other hard-to-heal wounds, MIMEDX is dedicated to providing a leading portfolio of products for applications in the wound care, burn, and surgical sectors of healthcare. The Company’s vision is to be the leading global provider of healing solutions through relentless innovation to restore quality of life. For additional information, please visit www.mimedx.com.

Forward Looking Statements

This press release may contain statements which constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the future



operating performance of MIMEDX and MIMEDX's pursuit of growth and innovation. 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. Investors are cautioned that any such forward looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward looking statements as a result of various factors. Important factors that could cause such differences are described in MIMEDX's periodic filings with the Securities and Exchange Commission. Any forward looking statements speak only as of the date of this press release and MIMEDX assumes no obligation to update any forward looking statement.

Contact:

Matt Notarianni
Investor Relations
470-304-7291
mnotarianni@mimedx.com