

**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 24, 2019

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida
(State or other jurisdiction
of incorporation)

001-35887
(Commission
file number)

26-279552
(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
None	n/a	n/a

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

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 4.01 Change in Registrant’s Certifying Accountant.

(b) On May 24, 2019, the audit committee of the board of directors of MiMedx Group, Inc. (the “*Company*”) approved the engagement of and executed an agreement with BDO USA, LLP (“*BDO*”) as the Company’s new independent registered public accounting firm.

During the years ended December 31, 2018 and 2017, and the subsequent interim period prior to May 24, 2019, neither the Company nor anyone on its behalf consulted with BDO, regarding (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report nor oral advice was provided to the Company that BDO concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue or (ii) any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

Item 7.01 Regulation FD Disclosure.

On May 28, 2019, the Company issued a press release announcing the engagement of BDO. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<u>Press release, issued on May 28, 2019, announcing engagement of BDO USA, LLP</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 28, 2019

MIMEDX GROUP, INC.

By: /s/ Edward J. Borkowski
Interim Chief Financial Officer

MiMedx Announces BDO as the Company's New Independent Registered Public Accounting Firm*Marks Important Step in Advancement of Company's Financial Restatement Process*

MARIETTA, Ga., May 28, 2019 – MiMedx Group, Inc. (OTC PINK: MDXG) (“MiMedx” or the “Company”), an industry leader in advanced wound care and an emerging therapeutic biologics company, today announced that the Audit Committee of the Company’s Board of Directors approved the engagement of BDO USA, LLP (“BDO”) as the Company’s new independent registered public accounting firm. BDO delivers assurance and tax advisory services to clients throughout the country and around the globe, and is the 5th largest firm in the world serving publicly traded domestic and international clients.

“We are extremely pleased to welcome BDO as MiMedx’s new independent auditor,” said Edward J. Borkowski, MiMedx’s interim Chief Financial Officer. “BDO is a world-class firm with an outstanding reputation for delivering timely, high-quality audit services and meeting the challenges presented by complex accounting matters. The engagement of BDO as the Company’s new independent auditor represents another positive step in the Board’s and new management’s efforts to position MiMedx for future success. The Board and management team believe BDO will be able to begin the audit immediately so that we can complete the financial restatement as soon as practicable.”

BDO has been engaged to serve as the Company’s auditor for the current year and all prior periods since 2016 necessary to ensure the Company’s reinstatement as a timely filer.

About MiMedx

MiMedx® is an industry leader in advanced wound care and an emerging therapeutic biologics company developing and distributing human placental tissue allografts with patent-protected processes for multiple sectors of healthcare. The Company processes the human placental tissue utilizing its proprietary PURION® process methodology, among other processes, to produce allografts by employing aseptic processing techniques in addition to terminal sterilization. MiMedx has supplied over 1.5 million allografts to date. For additional information, please visit www.mimedx.com.

Safe Harbor Statement

This press release includes forward-looking statements, including statements regarding the anticipated timing for BDO’s commencement of the audit of the Company’s financial statements. Forward-looking statements may be identified by words such as “believe,” “expect,” “may,” “plan,” “potential,” “will,” “would” and similar expressions and are based on 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 as a result of various factors, including, without limitation, BDO’s review of the findings of the Audit Committee investigation and work on the restatement that has been completed to date. Any forward-looking statements speak only as of the date of this press release, and except as required by law, the Company assumes no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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