

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN  
PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the registrant       Filed by a party other than the registrant

Check the appropriate box:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input checked="" type="checkbox"/>	Soliciting Material Pursuant to §240.14a-12

## MIMEDX GROUP, INC.

(Name of registrant as specified in its charter)

Payment of the filing fee (check the appropriate box):

<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1)	Title of each class of securities to which transaction applies:
(2)	Aggregate number of securities to which transaction applies:
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
(4)	Proposed maximum aggregate value of transaction:
(5)	Total fee paid:
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1)	Amount previously paid:
(2)	Form, Schedule or Registration Statement No.:
(3)	Filing party:
(4)	Date filed:



## Disclaimer

### Additional Information and Where to Find It

MIMEDX Group, Inc. (the "Company"), its directors, director nominees and certain of its executive officers are participants in the solicitation of proxies from shareholders in respect of the Company's 2021 annual meeting of shareholders (the "Annual Meeting"). The Company has filed with the Securities and Exchange Commission (the "SEC") and is mailing to shareholders a definitive proxy statement and associated WHITE proxy card in connection with the solicitation of proxies for the Annual Meeting. Details concerning the nominees of the Company's board of directors for election at the Annual Meeting are included in the Company's definitive proxy statement. BEFORE MAKING ANY VOTING DECISION, SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO, AS THEY CONTAIN IMPORTANT INFORMATION. Information regarding the identity of the Company's participants and their respective interests in the matters to be voted on at the Annual Meeting, by security holdings or otherwise, are set forth in the Company's definitive proxy statement and other documents filed with the SEC in connection with

I AGREE

The Board unanimously recommends that you vote  
the **WHITE** proxy card:



FOR

The election of each of the Company's highly qualified Board nominees: Dr. M. Kathleen Behrens, K. Todd Newton, Timothy R. Wright and Dr. Phyllis Gardner



FOR

PROPOSAL 3

Advisory approval of executive compensation



The Board unanimously recommends that you vote the **WHITE** proxy card:



**FOR**

The election of each of the Company's highly qualified Board nominees, Dr. M. Kathleen Behrens, K. Todd Newton, Timothy R. Wright and Dr. Phyllis Gardner



**FOR PROPOSAL 3**

Advisory approval of executive compensation



**FOR PROPOSAL 4**

Ratification of Auditors



**FOR PROPOSAL 5**

To declassify the board of directors of the Company



**FOR PROPOSAL 6**

To reduce ownership threshold to call a special shareholders' meeting



**FOR PROPOSAL 7**

To adopt proxy access

[HOW TO VOTE](#)

If you have any questions or require any assistance with respect to voting your shares, please contact our proxy solicitor:

**MORROW SODALI**

Toll Free: (800) 662-5200 or at (203) 658-9400  
MDXG@investor.MorrowSodali.com

MIMEDX will hold its 2021 Annual Meeting of Shareholders on Thursday, May 27, 2021, at 10:00 a.m. Eastern Time. **The meeting will be held in virtual format only at [www.cesonline.com/indxg21.vm](http://www.cesonline.com/indxg21.vm).** The Board has fixed 5:00 p.m. Eastern Time on April 16, 2021 as the record date for shareholders who will be entitled to vote at the Annual Meeting.

Under a refreshed Board of Directors and senior management team, MIMEDX is executing on a strategy and is driving enhanced shareholder value following a deeply tumultuous period in the Company's history. Over the course of 2020, MIMEDX successfully implemented a number of governance, operational and financial initiatives that were critical to restoring the Company's integrity, improving business liquidity, and transforming the culture of the organization.

The investments we are making in people, resources, and strategic initiatives will also position us to accelerate our late-stage pipeline and achieve our stated top line growth objectives in our core business.

The MIMEDX Board is made up of nine talented, experienced and highly engaged directors who are strongly committed to acting in the best interest of all MIMEDX shareholders. The entire Board is confident that the Company is on the right path forward. The significant progress we made in 2020 has created a strong foundation for growth in 2021 and beyond. We look forward to continuing to execute on our current strategy and create long-term shareholder value.

**The Board unanimously recommends that shareholders vote the WHITE proxy card FOR the Company's experienced and highly qualified director nominees.**

Your vote is extremely important.

Vote the **WHITE** proxy card today!

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

**MORROW SODALI**  
Toll Free: (800) 662-5200 or at (203) 658-9400  
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If you have any questions or comments regarding MIMEDX, please contact:

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Corporate & Strategic Communications  
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## Our Director Nominees

MIMEDX's Board has recently gone through a comprehensive refreshment plan, resulting in a strong Board made up of nine talented, experienced and highly engaged directors who are committed to acting in the best interest of all MIMEDX shareholders.

Under the plan, six new directors have been added to the Board since 2019, including Dr. M. Kathleen Behrens as the new Board Chair, as well as K. Todd Newton as Audit Committee Chair. Dr. Behrens and Mr. Newton have both been outstanding leaders on the Board, making significant contributions to our successful turnaround and to the creation of additional shareholder value.

In addition, we recently appointed Phyllis Gardner, M.D. to the Board in March 2021, whose insight, perspective and strategic expertise are invaluable as we propel our late-stage pipeline toward biologic registration.

Under Timothy R. Wright, the Company's Chief Executive Officer, and the Board's stewardship, MIMEDX has built a strong foundation for growth and is executing on a strategy that is driving enhanced shareholder value. The entire Board is confident that MIMEDX is on the right path forward and has the correct leadership team to continue transforming the Company.

### Our Nominees

UP FOR ELECTION AT 2021 ANNUAL MEETING

M. Kathleen Behrens, Ph.D.	+
Phyllis Gardner, M.D.	+
K. Todd Newton	+
Timothy R. Wright	+

Your vote is extremely important.

Vote the WHITE proxy card today!

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

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We are focused on executing our long-term strategic plan to enhance value for all MIMEDX shareholders. From foundation to transformation, our plan includes:



Investing in core business for growth, including investment in commercialization activities



Positioning for pipeline acceleration, with focus on R&D



International expansion



Manufacturing improvements



Executive compensation aligned with operational and financial goals

The significant progress we made in 2020 has created a strong foundation for growth, and we are confident MIMEDX is on the right path forward. We look forward to continuing to execute on our current strategy to drive shareholder value.

Your vote is extremely important.

Vote the WHITE proxy card today!

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[hdixon@mimedx.com](mailto:hdixon@mimedx.com)

MDXG Stockholders: remember to register 48 hours ahead of the Annual Meeting. [Click here to learn how.](#)



[Home](#) [Our Director Nominees](#) [Driving Shareholder Value](#) [Shareholder Materials](#) [How to Vote](#)



MAY 5, 2021  
MIMEDX 2021 Annual Report  
[DOWNLOAD REPORT](#)

APRIL 30, 2021  
MIMEDX Definitive Proxy Statement  
[DOWNLOAD FILING](#)

APRIL 30, 2021  
MIMEDX Letter to Shareholders  
[DOWNLOAD LETTER](#)

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[hdixon@mimedx.com](mailto:hdixon@mimedx.com)





## How to Vote

If you have any questions regarding pre-registration or require any assistance voting your shares, please contact our proxy selector:

**MORROW SODALI**  
Toll Free: (800) 662-5200 or at (203) 658-9400  
MDXG@Investor.MorrowSodali.com

### Shareholders of Record

Shareholders of record may vote their shares or submit a proxy to have their shares voted by one of the following methods:

-  **By Internet**  
Log on through the internet at [www.ccsvotes.com](http://www.ccsvotes.com) and follow the instructions on that site.
-  **By Telephone**  
Call 1-888-899-8683 and follow the simple voice prompts provided.
-  **By Mail**  
Complete, sign, date and return the **WHITE** proxy card in the postage-paid envelope included.
-  **During the Virtual Annual Meeting**  
Shareholders of Record who have pre-registered and logged in at [www.ccsinvestor-services.com/indsg21\\_vm](http://www.ccsinvestor-services.com/indsg21_vm) may click on the "Shareholder Ballot" link found in the "Meeting Link" section of the webcast to vote during the Annual Meeting.

If you return your **WHITE** proxy card by mail, please ensure you have enough time for your **WHITE** proxy card to be mailed and received. You are encouraged to sign, date and return the **WHITE** proxy card in the postage-paid envelope provided (or vote by internet or by telephone).

### Beneficial Owners

If you are the beneficial owner of your shares (that is, you hold your shares in "street name" through an intermediary such as a broker, bank or other nominee), you will receive instructions from your broker, bank or other nominee as to how to vote your shares or submit instructions to vote your shares.

You should instruct your broker, bank or other nominee how to vote your shares by following the directions provided by your broker, bank or other nominee.

Please follow the instructions provided by your broker, bank or other nominee. If you return your **WHITE** voting instruction form by mail, please ensure you have enough time for your voting instruction form to be received by the deadline provided by your broker, bank or other nominee.

The Board unanimously recommends that you vote the **WHITE** proxy card:

- **FOR** the election of each of the Company's highly qualified Board nominees: Dr. Kathleen Behrens Willey, K. Todd Newton, Dr. Phyllis Gardner and Timothy R. Wright
- **FOR Proposal 3:** Advisory approval of executive compensation
- **FOR Proposal 4:** Ratification of Auditors
- **FOR Proposal 5:** To declassify the board of directors of the Company
- **FOR Proposal 6:** To reduce the ownership threshold from 5% to 25% to call a special shareholders' meeting
- **FOR Proposal 7:** To adopt proxy access

### How to Register for the Annual Meeting

Attendance at the Annual Meeting or any adjournment or postponement thereof will be limited to stockholders of the Company as of the close of business on the Record Date and guests of the Company. In order to attend the virtual meeting, you will need to pre-register by 10:00 a.m. Eastern Time on May 25, 2021. To pre-register for the meeting, please follow these instructions:

#### Registered Stockholders

Stockholders of record as of the Record Date may register to participate in the Annual Meeting remotely by visiting the website [www.ccsinvestor-services.com/indsg21\\_vm](http://www.ccsinvestor-services.com/indsg21_vm). Please have your proxy card containing your control number available, and follow the instructions to complete your registration request. After registering, stockholders will receive a confirmation email with a link and instructions for accessing the virtual Annual Meeting. Requests to register to participate in the Annual Meeting remotely must be received no later than 10:00 a.m., Eastern Time, on May 25, 2021.

#### Beneficial Stockholders

Stockholders whose shares are held through a broker, bank or other nominee as of the Record Date may register to participate in the Annual Meeting remotely by visiting the website [www.ccsinvestor-services.com/indsg21\\_vm](http://www.ccsinvestor-services.com/indsg21_vm). Please have your Voting Instruction Form or other communication containing your control number available and follow the instructions to complete your registration request. After registering, stockholders will receive a confirmation email with a link and instructions for accessing the virtual Annual Meeting. Requests to register to participate in the Annual Meeting remotely must be received no later than 10:00 a.m., Eastern Time, on May 25, 2021.

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during check-in or during the meeting, please call the technical support number that will be posted on the virtual shareholder meeting login page.

Your vote is extremely important.

Vote the **WHITE** proxy card today!

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