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 \boxtimes

Filed by a party other than the registrant

Check the appropriate box:

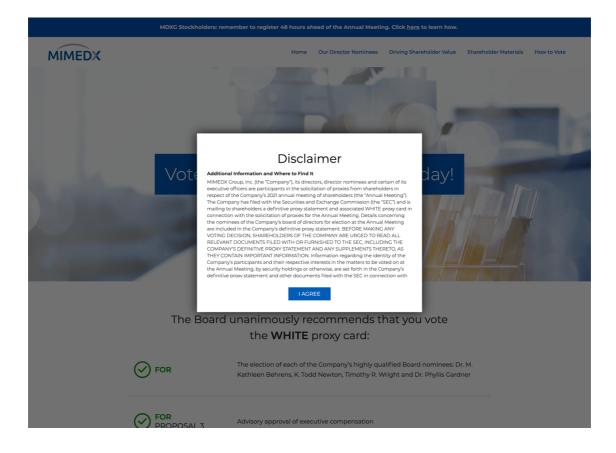
	Preliminary Proxy Statement
	Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
	Definitive Proxy Statement
	Definitive Additional Materials
X	Soliciting Material Pursuant to §240.14a-12

MIMEDX GROUP, INC.

(Name of registrant as specified in its charter)

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

\boxtimes	No fee required.					
	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:				
	Fee pa	Fee paid previously with preliminary materials.				
		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 aid 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:				





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
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

sistance with respe proxy solicitor: MORROW SODALI Toll Free: (800) 662-5200 or at (203) 658-9400 MDXC@investor.Morrowsortali.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 <u>www.cesonlineservices.com/mdxg21.vm</u>. The Board has fixed 5:00 pm Eastern Time on April 16, 2021 as the record date for shareholders who will be entitled to vote at the Annual Meeting.

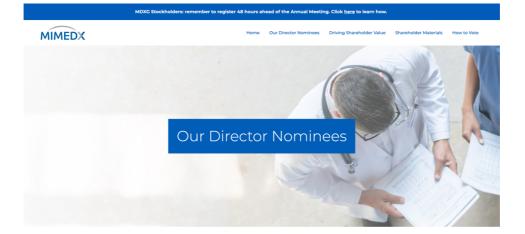
Under a refreshed Board of Directors and senior management team. MIMEDX is executing on a strategy and is driving enhanced drahenblder value following a deeply turnulusus period in the Company's history. Over the course of 2020. HIEGEX successfully implemented a number of governance, operational and financial initiatives that verse 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 realer long term shareholder value.

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

Your vote is extremely important. Vote the WHITE proxy card today!



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.

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

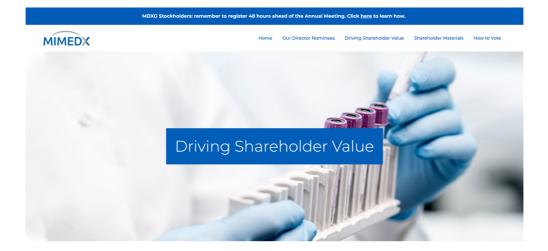
Your vote is extremely important.

Vote the WHITE proxy card today!

If you have questions or need assistance voting your shares, please contact our proxy solicitor: SODALI 00) 662-5200 or at (203) 658-9400 <u>194 Morrowsodali.com</u>

If you have any questions or comments regarding MIMEDX, please contact:

pra ry Dixon porate & Strategic Communications 651-9307 discom



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



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.

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RROW SODALI Free: (800) 662-5200 or at (203) 658-9400 XG@investor.Morrowsodali.com If you have any questions or comments regarding MIMEDX, please contact:

INVESTORS Jack Howarth Investor Relations 404-360-5681 ibowarth@mimedx

MEDIA Hilary Dixon Corporate & Strategic Communicatic 770-651-9307 hdixon@mimedx.com



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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INVESTORS Jack Howarth Investor Relations 404-360-5681 jhowarth@mimedx.com

MEDIA Hilary Dixon Corporate & Strategic Communications 770-651-9307 holixon@mimedx.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.cesvote.com and follow the instructions on that site.
- Call 1-888-693-8683 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.cesonimesen/tes.com/mdg21.vm
 may clok on the "Shareholder Ballot" link found in the Meeting Linka' section of the webcast to vote during the
 Annual Meeting.

If you return your WHITE proxy card by mail, please ensure you leave 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 ovek your shares or submit instructions to voek 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 laws 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:
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- 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 1000 a.m. Eastern Time on May 25, 2021. To pre-register for the meeting, please follow these instructions: Registered Stockholders

Suchholders of record as of the Record Date may register to participate in the Annual Neeting remosity by visiting the website www.essenineerviex.com/mstgll_xm_Beara have your proy card containing your control number available and follow the Instruction to complete your registration negated. The registration gatedholder will incolve a confirmation email with a link and instruction for accessing the virtual Annual Meeting. Bequests to register to participate in the Annual Meeting meeting than be revealed to lister than Oda and Listers into our Anguster to participate in the Annual Meeting meeting than be revealed to lister than Oda and Listers into our Anguster to participate in the Annual Meeting meeting than be revealed to lister than Oda and Listers into our Angusters to registers to the Annual Meeting meeting than the revealed to lister than Oda and Listers into our Angusters to participate in the Annual Meeting meeting than the revealed to lister than Oda and Listers into our angusters the Annual Meeting meeting than the Annual Meeting meeting than the Annual Meeting meeting than the Annual Meeting meeting and the Annual Meeting meeting than the Annual Meeting meeting and the Annual Meeting meeting than the revealed to lister than the Oda and Listers in the Annual Meeting meeting that the Annual Meeting meeting than the revealed to lister than Oda and Listers that Annual Meeting meeting that the Annual Meeting meeting that the Annual Meeting and the Annual Meeting meeting and the Annual Meeting meeting that the revealed to lister the Annual Meeting meeting and the Annual Meeting meeting that the Annual Meeting meeting and the Annual Meeting meeting that the Annual Meeting meeting and the Annual Meeting meeting that the Annual Meeting meeting and the Annual Meeting meeting Beneficial Stockholders

Scholadian whose haves are held through a broker, bank or other nominee as of the Record Date may register to participant in the Annual Neeting removing by whiting the welder wave constrained many resolution through 1, who have the Annual Neeting removing and the Annual Neeting Removing Annual Neeting Report and the Annual Neeting Removing Annual Neeting Removin

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual if you encounter any difficulties accessing the virtual meeting during check-in or during the meeting, pleas 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!

If you have questions or need assistance voting	If you have any questions or comment
MORROW SODALI	
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MDXG/Binvestor Morrowsodali.com	
	404-360-5681
	Corporate & Strategic Communications
	770-651-9307
	hdison@mimeds.com