

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934**

Date of Report (date of earliest event reported): December 14, 2016

**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**

(Address of principal executive offices)

**30062**

(Zip Code)

**(770) 651-9100**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- 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))

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

At a meeting of the Board of Directors (the "Board") of MiMedx Group, Inc. (the "Company") held on December 14, 2016, the Board approved and adopted effective as of such date an amendment (the "Amendment") to the Bylaws, as amended, of the Company amending Article II, Section 8 of the Bylaws to provide for majority voting in uncontested elections of directors.

Incumbent directors in uncontested elections who fail to receive a majority of votes cast at the meeting will be required to promptly tender a letter of resignation to the Board and the Nominating and Corporate Governance Committee of the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. Taking into account the recommendation of the Nominating and Corporate Governance Committee, the Board will make a determination regarding the resignation within 100 days from the date of the certification of election results.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendment to the Bylaws of MiMedx Group, Inc. adopted by the Board of Directors on December 14, 2016

**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.

Dated: December 19, 2016

**MIMEDX GROUP, INC.**

By: /s/ Michael J. Senken  
Michael J. Senken, Chief Financial Officer

AMENDMENT TO THE BYLAWS

OF

MIMEDX GROUP, INC.

The Bylaws of MiMedx Group, Inc., a Florida corporation, as amended (the “Bylaws”) are hereby amended as of December 14, 2016, as follows:

A. Article II, Section 8 of the Bylaws entitled “Voting of Shares” is hereby deleted in its entirety and the following new Section 8 is substituted therefor:

Section 8. Voting of Shares. Each outstanding share of voting capital stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders, except as otherwise provided in the Articles of Incorporation of the Corporation. Except as otherwise provided by law, the Articles of Incorporation of the Corporation or these bylaws, if a quorum is present:

(I) a nominee for director shall be elected by a majority of the votes cast by the shares entitled to vote on the election; provided, however that directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at such meeting if the number of nominees for director exceeds the number of directors to be elected. In the event an incumbent director fails to receive a majority of the votes cast (unless, as provided above, the director election standard is a plurality of the votes cast), the incumbent director shall promptly tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee of the Board of Directors will make a recommendation to the Board of Directors on whether to accept or reject the resignation, or whether other action should be taken. The Board of Directors, taking into account the recommendation of the Nominating and Corporate Governance Committee, will determine whether to accept or reject such resignation, or what other action should be taken, within 100 days from the date of the certification of election results; and

(II) action on any matter other than the election of directors shall be approved if the votes cast by the holders of shares represented at the meeting and entitled to vote on the subject matter favoring the action exceed the votes cast opposing the action.

B. Except as otherwise amended herein, the Bylaws remain in full force and effect.