
**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, 2011

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida

(State or other jurisdiction of incorporation)

000-52491

(Commission File Number)

26-2792552

(IRS Employer Identification No.)

**60 Chastain Center Blvd., Suite 60
Kennesaw, GA**

(Address of principal executive offices)

30144

(Zip Code)

(678) 384-6720

(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.

- (a) On October 31, 2012, the Shareholders of MiMedx Group, Inc. authorized an amendment to the Articles of Incorporation (the “Articles”) to increase the number of authorized shares of the Company’s capital stock from 115,000,000 shares to 135,000,000 shares, and to increase the number of shares designated as common stock from 110,000,000 shares (\$.001 par value) to 130,000,000 shares (\$.001 par value).
- (b) On December 14, 2011, the Shareholders of MiMedx Group, Inc. authorized an amendment to the Articles of Incorporation (the “Articles”) to increase the number of authorized shares of the Company’s capital stock from 105,000,000 shares to 115,000,000 shares, and to increase the number of shares designated as common stock from 100,000,000 shares (\$.001 par value) to 110,000,000 shares (\$.001 par value).

Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) On October 31, 2012, MiMedx Group, Inc., held an annual meeting of its shareholders. There were five proposals acted upon at that meeting. All proposals were approved by the Shareholders. The following is a description of each item and the votes cast for each:

Proposal 1: The election of three Class II directors, as follows:

	<u>For</u>	<u>Withheld</u>
Joseph G. Bleser	40,862,486	83,006
Steven Gorlin	40,578,626	366,866
Bruce L. Hack	40,327,869	617,623

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Total shares voted	40,862,486	0	1,067,495	21,873,158

Proposal 2: By the following vote, the shareholders approved the proposal to amend the Company’s Articles of Incorporation (the “Articles”) to increase the number of authorized shares of the Company’s capital stock and common stock

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	60,203,254	2,600,532	14,864

Proposal 3: By the following vote, the shareholders approved the proposal to amend the Company’s 2006 Stock Incentive Plan

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	36,567,351	2,967,591	1,410,550

Proposal 4: The appointment of Cherry, Bekaert & Holland LLP as our principal independent auditor was ratified by the following shareholder vote

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	62,671,668	120,003	26,979

(b) On December 14, 2011, MiMedx Group, Inc., held an annual meeting of its shareholders. There were five proposals acted upon at that meeting. All proposals were approved by the Shareholders. The following is a description of each item and the votes cast for each:

Proposal 1: The election of four Class I directors, as follows:

	<u>For</u>	<u>Withheld</u>
Kurt M. Eichler	34,820,140	260,006
Charles E. Koob	35,080,134	12
Andrew K. Rooke, Jr.	34,606,756	473,390
William C. Taylor	35,030,134	50,012
	<u>For</u>	<u>Against</u>
Total shares voted	35,080,140	0
	<u>Withheld</u>	<u>Broker Non-Votes</u>
	783,420	18,976,672

Proposal 2: By the following vote, the shareholders approved the proposal to amend the Company's Articles of Incorporation (the "Articles") to increase the number of authorized shares of the Company's capital stock and common stock

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	52,529,025	1,518,283	9,510

Proposal 3: By the following vote, the shareholders approved the proposal to amend the Company's 2006 Stock Incentive Plan

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	31,186,303	3,696,334	197,509

Proposal 4: The appointment of Cherry, Bekaert & Holland LLP as our principal independent auditor was ratified by the following shareholder vote

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Total shares voted	53,929,123	3	127,692

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 3.1 Amendment to the Articles of Incorporation of Mimedx Group, Inc.

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.

MIMEDX GROUP, INC.

Dated: November 5, 2012

By: /s/ Michael J. Senken

Michael J. Senken, Chief Financial Officer

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MIMEDX GROUP, INC.**

MiMedx Group, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is MiMedx Group, Inc. (the "Corporation").

2. Pursuant to Section 607.1003 of the Florida Business Corporation Act (the "Act"), these Articles of Amendment ("Articles of Amendment") amend the Articles of Incorporation of the Corporation filed in the Office of the Department of State of the State of Florida on February 28, 2008, as amended by the Articles of Merger filed in the Office of the Department of State of the State of Florida on March 31, 2008, the Articles of Amendment filed in the Office of the Department of State of the State of Florida on May 14, 2010, and the Articles of Amendment filed in the Office of the Department of State of the State of Florida on August 8, 2012 (as amended, the "Amended Articles").

3. These Articles of Amendment were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 607.1003 of the Act on August 2, 2012.

4. These Articles of Amendment were duly approved by holders of a majority of the outstanding shares of the Common Stock of the Corporation in accordance with the provisions of Section 607.1003 of the Act and the Amended Articles on October 31, 2012.

5. The Amended Articles are hereby amended by deleting the first paragraph of Article 3 in its entirety, and inserting the following text in lieu thereof:

Article 3. Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is not more than 135,000,000 shares of capital stock, of which 130,000,000 shares shall be designated "Common Stock," at \$.001 par value per share, and 5,000,000 shares shall be designated as "Preferred Stock," at \$.001 par value per share.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on October 31, 2012.

MIMEDX GROUP, INC.

By: /s/ Roberta L. McCaw

Name: Roberta L. McCaw

Its: Secretary