

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Okumus Fund Management Ltd.</u>  (Last) (First) (Middle) 767 THIRD AVENUE 35TH FLOOR  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MIMEDX GROUP, INC. [ MDXG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value	01/22/2019		S		460,000	D	\$2.8786	12,065,055	D <sup>(1)</sup>	
Common Stock, \$.001 par value	01/22/2019		S		0	D	\$0	12,065,055	I	See Footnote <sup>(2)</sup>
Common Stock, \$.001 par value	01/22/2019		S		0	D	\$0	12,065,055	I	See Footnote <sup>(2)</sup>
Common Stock, \$.001 par value	01/23/2019		S		1,531,700	D	\$2.7849	10,533,355	D <sup>(1)</sup>	
Common Stock, \$.001 par value	01/23/2019		S		0	D	\$0	10,533,355	I	See Footnote <sup>(2)</sup>
Common Stock, \$.001 par value	01/23/2019		S		0	D	\$0	10,533,355	I	See Footnote <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Okumus Fund Management Ltd.  
 (Last) (First) (Middle)  
 767 THIRD AVENUE  
 35TH FLOOR  
 (Street)  
 NEW YORK NY 10017  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Okumus Opportunistic Value Fund Ltd.  
 (Last) (First) (Middle)  
 CRAIGMUIR CHAMBERS  
 P.O. BOX 71, ROAD TOWN

(Street)		
TORTOLA	D8	VG 1110
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>OKUMUS AHMET H</u>		
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(Last)	(First)	(Middle)
C/O OKUMUS FUND MANAGEMENT LTD.		
767 THIRD AVENUE, 35TH FLOOR		
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(Street)		
NEW YORK	NY	10017
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(City)	(State)	(Zip)

**Explanation of Responses:**

1. The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd.

2. The reported securities are directly owned by Okumus Opportunistic Value Fund, Ltd., a British Virgin Islands business company managed by Okumus Fund Management Ltd., and may be deemed indirectly beneficially owned by Okumus Fund Management Ltd. as the investment manager of Okumus Opportunistic Value Fund, Ltd. The reported securities may also be deemed indirectly beneficially owned by Ahmet H. Okumus as President of Okumus Fund Management Ltd. and Director of Okumus Opportunistic Value Fund, Ltd. Each of Okumus Fund Management Ltd. and Ahmet H. Okumus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Persons are the beneficial owners of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

<u>Okumus Fund Management Ltd., By: /s/ Ahmet H. Okumus, President</u>	<u>01/24/2019</u>
<u>Okumus Opportunistic Value Fund, Ltd., By: /s/ Ahmet H. Okumus, Director</u>	<u>01/24/2019</u>
<u>/s/ Ahmet H. Okumus</u>	<u>01/24/2019</u>

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.