

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

<b>1. Name and Address of Reporting Person*</b> <u>Falcon Fund 2 Holding Company, L.P.</u>  (Last) (First) (Middle) <u>21 WATERWAY AVENUE, SUITE 225</u>  (Street) <u>THE WOODLANDS TX 77380</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 07/02/2020	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>MIMEDX GROUP, INC. [ MDXG ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Series B Preferred Stock, par value \$0.001 per share	(1)(2)(3)	(1)(2)(3)	Common Stock	23,376,623 <sup>(1)</sup>	3.85	D

**Explanation of Responses:**

- The Series B Convertible Preferred Stock (the "Shares") of MiMedx Group, Inc. (the "Company") reported herein were acquired by Falcon Fund 2 Holding Company, L.P., a Delaware limited partnership (the "Fund") on July 2, 2020. The Fund is managed by EW Healthcare Partners Fund 2-UGP, LLC, its general Partner ("EWHP"). EWHP, in its capacity as the investment manager of the Fund, has the power to vote and the power to direct the disposition of all Shares held by the Fund. Accordingly, EWHP may be deemed to beneficially own shares of common stock of the Company issuable upon conversion of the Shares (the "Common Stock"). The reporting person disclaims beneficial ownership of the Shares reported herein except to the extent of the reporting person's pecuniary interest therein.
- The Fund has the right, at its option, to convert its Shares, in whole or in part, into a number of fully paid and non-assessable shares of Common Stock equal to the Purchase Price Per Share (\$1,000), plus any accrued and unpaid dividends divided by \$3.85 (the "Conversion Price"), provided that such conversion does not result in the Fund, together with its affiliates, holding more than 19.9% of the votes entitled to be cast at any stockholders meeting or beneficially owning in excess of 19.9% of the then-outstanding shares of Common Stock (the "Beneficial Ownership Cap").
- The Shares (including any accrued and unpaid dividends) will, subject to the Beneficial Ownership Cap, automatically convert into Common Stock at any time after July 2, 2023, provided that the Common Stock has traded at 200% or more of the Conversion Price for 20 out of 30 consecutive trading days and as of the close of trading on the trading day immediately prior to the date of conversion, the Common Stock has traded at 200% or more of the Conversion Price. To the extent any Shares cannot be converted due to operation of the Beneficial Ownership Cap, it shall remain outstanding and automatically convert at such time as such conversion would be permitted under the Beneficial Ownership Cap.

**Remarks:**

Falcon Fund 2 Holding Company, L.P., a Delaware limited partnership; By: EW Healthcare Partners Fund 2-UGP, LLC, its general partner; By: Martin P. Sutter, Authorized Signatory /s/ Martin P. Sutter

\*\* 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 5 (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.