

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  Filed by a party other than the registrant

Check the appropriate box:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	<b>Definitive Proxy Statement</b>
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	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):

<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
<input type="checkbox"/>	(1) Title of each class of securities to which transaction applies:
<input type="checkbox"/>	(2) Aggregate number of securities to which transaction applies:
<input type="checkbox"/>	(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):
<input type="checkbox"/>	(4) Proposed maximum aggregate value of transaction:
<input type="checkbox"/>	(5) Total fee paid:
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Check 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 was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
<input type="checkbox"/>	(1) Amount previously paid:
<input type="checkbox"/>	(2) Form, Schedule or Registration Statement No.:
<input type="checkbox"/>	(3) Filing party:
<input type="checkbox"/>	(4) Date filed:

MIMEDX GROUP INC.  
 1775 WEST OAK COMMONS CT, NE  
 MARETTA, GA 30062

**VOTE BY INTERNET**

Before The Meeting - Go to [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on August 30, 2020. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to [www.virtualshareholdermeeting.com/MDXG2019](http://www.virtualshareholdermeeting.com/MDXG2019)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on August 30, 2020. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D21775-Z78012

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**MIMEDX GROUP, INC.**

The Board of Directors recommends you vote FOR the following:

1. Election of Class III Director
- |                      |                          |                          |                          |
|----------------------|--------------------------|--------------------------|--------------------------|
| <b>Nominee:</b>      | <b>For</b>               | <b>Against</b>           | <b>Abstain</b>           |
| 1a. James L. Bierman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- The Board of Directors recommends you vote FOR the following proposal:
- |                                                                                                   |                          |                          |                          |
|---------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
|                                                                                                   | <b>For</b>               | <b>Against</b>           | <b>Abstain</b>           |
| 2. Approval, on an advisory basis, of the compensation of the Company's named executive officers. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- The Board of Directors recommends you vote 1 year on the following proposal:
- |                                                                                                                                       |                          |                          |                          |                          |
|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|                                                                                                                                       | <b>1 Year</b>            | <b>2 Years</b>           | <b>3 Years</b>           | <b>Abstain</b>           |
| 3. Recommendation, on an advisory basis, of the frequency of the advisory vote on the Company's named executive officer compensation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- The Board of Directors recommends you vote FOR the following proposal:
- |                                                                                                                          |                          |                          |                          |
|--------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
|                                                                                                                          | <b>For</b>               | <b>Against</b>           | <b>Abstain</b>           |
| 4. Ratification of BDO USA, LLP as the Company's independent registered public accounting firm for the 2020 fiscal year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**NOTE:** The proxies will vote in their discretion regarding such other business as may properly come before the meeting or any adjournment or any postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date

Signature (Joint Owners)	Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

D21776-Z78012

**MIMEDX GROUP, INC.**

**This proxy is solicited on behalf of the Board of Directors  
Annual Meeting of Shareholders  
August 31, 2020, 10:00 A.M. EDT**

**The shares represented by this proxy will be voted as specified herein by the shareholder when instructions are given in accordance with the procedures described herein and in the accompanying proxy statement. If no specification is made, all shares will be voted "FOR" the election of director and the approval of the proposals set forth in the proxy statement.**

The shareholder represented herein appoints William F. Hulse IV and David A. Wisniewski, and each of them, with full power to act alone, the true and lawful attorneys in fact and proxies, with the full power of substitution and revocation, to vote all shares of common stock entitled to be voted by said shareholder at the Annual Meeting of Shareholders of MiMedx Group, Inc. to be held virtually at [www.virtualshareholdermeeting.com/MDXG2019](http://www.virtualshareholdermeeting.com/MDXG2019) on August 31, 2020, at 10:00 A.M. (Eastern Daylight Time), and in any adjournment or postponement thereof as specified in this proxy. This proxy revokes any proxy previously given.

Shareholders may revoke this proxy at any time prior to the vote at the Annual Meeting. If any other business is properly brought before the Annual Meeting, the shares represented by this proxy will be voted at the discretion of the proxies identified above.

**Continued and to be signed on reverse side**