

**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:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- 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):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(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):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:



## Proxy Materials and How to Vote

### Shareholders of Record

Shareholders of record may vote their shares or submit a proxy to have their shares voted by one of the following methods:

- By Internet**  
Log on through the internet at [proxyvote.com/html](http://proxyvote.com/html) and follow the instructions on that site.
- By Telephone**  
Call 1-866-688-4008 and follow the simple voice prompts.
- By Mail**  
Complete, sign, date and return the **BLUE** proxy card in the postage paid envelope.
- In Person**  
You may attend the Annual Meeting and vote in person by completing a ballot. Attending the Annual Meeting without completing a ballot will not count as a vote. If you choose to vote in person, you must bring proof of identification to the Annual Meeting.

If you return your **BLUE** proxy card by mail, please ensure you leave enough time for your **BLUE** proxy card to be mailed and received. You are encouraged to sign, date and return the **BLUE** proxy card in the postage paid envelope provided (or vote by Internet or by telephone) regardless of whether you plan to attend the Annual Meeting.

### Beneficial Owners

If you are the beneficial owner of your shares (that is, you hold your shares in "street name" through an intermediary such as a bank, broker or other nominee), you will receive instructions from your bank, broker or other nominee as to how to vote your shares or submit a proxy to have your shares voted.

Your bank, broker or other nominee may not be able to vote your shares on any matters at the annual meeting unless you provide them instructions on how to vote your shares. You should instruct your bank, broker or other nominee how to vote your shares by following the directions provided by your bank, broker or other nominee. Alternatively, you may obtain a "legal proxy" from your bank, broker or other nominee and bring it with you to hand in with a ballot in order to be able to vote your shares at the annual meeting. If you choose to vote at the annual meeting, you must bring proof of identification and a signed "legal proxy" from the shareholder of record (your bank, broker or other nominee) giving you the right to vote the shares.

Please follow the instructions provided by your bank, broker or other nominee. If you return your **BLUE** voting instruction form by mail, please ensure you leave enough time for your **BLUE** voting instruction form to be received by the deadline provided by your bank, broker or other nominee.

**The Board unanimously recommends that you vote the BLUE proxy card:**

- **FOR** the election of each of the Company's highly qualified Board Nominees: Matthew Behrens Whaley, K. Todd Newton and Timothy A. Wright;
- **AGAINST** the Class II Director Election Rules Proposal; and
- **AGAINST** the Bylaw Proposal.

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

**Initiative M&A Incorporated**  
877-800-5195 (toll free)  
**Vote the BLUE proxy card today!**

### Shareholder Materials

2012-01-09  
Leading Independent Proxy Advisory Firm Cross Levels Jones ISS and Egan Jones Is Recommending MIMedx Shareholders Vote "For" All Three of the Company's Director Nominees

[DOWNLOAD PRESS RELEASE](#)

2012-01-09  
Leading Independent Proxy Advisory Firms ISS and Egan Jones Recommend That MIMedx Shareholders Vote the BLUE Card "FOR" All Three of the Company's Director Nominees

[DOWNLOAD PRESS RELEASE](#)

2012-01-09  
MIMedx Issues Additional Information to Shareholders

[DOWNLOAD PRESS RELEASE](#)  
[DOWNLOAD ADDITIONAL INFORMATION ON THIS PAGE](#)

2012-01-09  
MIMedx Urges Shareholders to Vote "FOR" All of the Board's Qualified Nominees on the BLUE Proxy Card

[DOWNLOAD PRESS RELEASE](#)  
[DOWNLOAD SHAREHOLDER BROCHURE](#)

2012-01-09  
MIMedx Issues New Information for Investors in Advance of 2012 Annual Meeting

[DOWNLOAD PRESS RELEASE](#)  
[DOWNLOAD PRESENTATION](#)

2012-01-09  
MIMedx Files Definitive Proxy Materials and Mails Letter to Shareholders

[DOWNLOAD PRESS RELEASE](#)  
[DOWNLOAD SHAREHOLDER LETTER](#)

2012-01-09  
[DOWNLOAD SECURITIES INVESTMENT PRIMER STATEMENT](#)

Your vote is extremely important.

Vote the BLUE proxy card today!

If you have questions or need assistance voting your shares, please contact our proxy solicitor:

**Initiative M&A Incorporated**  
1-877-800-5195 (toll free)

SEND UP YOUR SHARE IDENTIFICATION

First Address \*



If you have any questions or comments regarding MIMedx, please contact:

BY CONTACT  
Trey Hines  
Corporate & Investor Communications  
1-214-361-4000

MEDIA CONTACT

Bobby Reynolds | Joe Ruppel | Amanda Reuther  
Press Team | Investor Relations Katcher  
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