

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SUTTER MARTIN P</u>			2. Date of Event Requiring Statement (Month/Day/Year) 07/02/2020		3. Issuer Name and Ticker or Trading Symbol <u>MIMEDX GROUP, INC. [MDXG]</u>	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner			5. If Amendment, Date of Original Filed (Month/Day/Year)
1775 WEST OAK COMMON COURT			Officer (give title below) Other (specify below)			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
(Street)	(City)	(State)	(Zip)			
MARIETTA	GA		30062			

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)
---------------------------------	---	--	---

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	Title	Amount or Number of Shares			
Series B Preferred Stock, par value \$.001 per share	(1)(2)(3)	(1)(2)(3)	Common Stock	23,376,623 ⁽¹⁾	3.85	I	Fund ⁽⁴⁾

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.
- Martin P. Sutter is one of several managers of EWHP (the "Managers"). Each of the Managers may be deemed to exercise shared voting and investment power with respect to the Shares. Each of EWHP and the Managers, including Mr. Sutter who is a member of the Company's board of directors, disclaims beneficial ownership of the shares held by the Fund, except to the extent of any pecuniary interests therein.

Remarks:

/s/ David Wisniewski, as attorney-in-fact 07/10/2020
for 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints the Secretary and any Assistant Secretary, or any of them, to execute all such powers and duties as may be required of them in connection with the filing of the above-captioned application. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with the above-captioned agency.

Dated: July 7, 2020 /s/ Martin P. Sutter