

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 18, 2020

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

| | | |
|---|---|--|
| Florida (State or other jurisdiction of incorporation) | 001-35887 (Commission file number) | 26-279552 (IRS Employer Identification No.) |
|---|---|--|

1775 West Oak Commons Ct., NE, Marietta GA 30062
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (770) 651-9100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------|--------------------------|--|
| None | n/a | n/a |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 19, 2020, MiMedx Group, Inc. (the "Company") announced that its Board of Directors appointed Peter M. Carlson as Chief Financial Officer of the Company, effective March 18, 2020. He succeeds Edward J. Borkowski who served as Executive Vice President and Interim Chief Financial Officer from June 6, 2018 through November 15, 2019 and as acting Chief Financial Officer from November 18, 2019 through March 17, 2020.

Mr. Carlson, age 55, has served as the Company's Executive Vice President - Finance since December 16, 2019. Prior to joining the Company, from 2017 to 2018, Mr. Carlson served as Chief Operating Officer at Brighthouse Financial, Inc., one of the largest life and annuity insurance companies in the U.S., that he helped establish as a separate entity following its August 2017 spin-off from MetLife, Inc. He was the Chief Accounting Officer at MetLife, Inc. from 2009 to 2017 where his global responsibilities included accounting, financial planning, tax, and investment finance. Prior to joining MetLife in 2009, Mr. Carlson was the Corporate Controller at Wachovia Corporation. He currently serves as a director of White Mountains Insurance Company (NYSE: WTM). Mr. Carlson holds a Bachelor of Science from Wake Forest University and is a trustee of the university. He is licensed as a certified public accountant in North Carolina and New York.

Mr. Carlson will receive an annual base salary of \$525,000 and will be eligible for a target annual incentive of fifty-five percent (55%) of his base salary and a target long-term incentive equal to two-hundred percent (200%) of his base salary. In addition, he received (i) a special one-time signing bonus of \$50,000 (which is subject to repayment in full in the event that he resigns or has his employment terminated by the Company within 12 months following the commencement of his employment with the Company), (ii) a restricted stock grant with a value of \$350,000 which vests pro rata annually over three years, and (iii) a restricted stock grant with a value of \$1,000,000, which vests upon the achievement of each of four discrete performance goals.

There are no arrangements or understandings between Mr. Carlson and any other persons pursuant to which he was selected as Executive Vice President and Chief Financial Officer. There are also no family relationships between Mr. Carlson and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Exhibits

(d) Exhibits

99.1 [Press release dated March 19, 2020.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIMEDX GROUP, INC.

Date: March 19, 2020.

By: /s/ Timothy R. Wright

Chief Executive Officer

MiMedx Names Peter M. Carlson as Chief Financial Officer

Marietta, GA., March 19, 2020 – MiMedx Group, Inc. (OTC PINK: MDXG) (“MiMedx” or “the Company”), an industry leader in advanced wound care and an emerging therapeutic biologics company, today announced that Peter M. Carlson, Executive Vice President of Finance, has been named as the Company’s Chief Financial Officer, effective immediately.

Mr. Carlson joined MiMedx in mid-December 2019 as a member of its executive leadership team, and has provided essential financial counsel. He brings more than 30 years of financial expertise having held numerous positions as a Fortune 50 principal accounting officer and Big Five audit partner, as well as a senior corporate finance executive.

Timothy R. Wright, MiMedx Chief Executive Officer, commented, “I am extremely pleased to have Pete Carlson on board and appointed as our Chief Financial Officer. We are putting the right people in place to position the Company for the future. Pete’s range of expertise in financial oversight, demonstrated leadership capabilities and strategic intuition make him an important voice for our employees, partners and shareholders, as well as a valuable asset to the Company’s executive team.”

Mr. Carlson commented, “I am excited to work alongside the team during this important phase for the Company. MiMedx has taken significant steps forward during the past months, and the progress toward our 2019 audited financials is well underway. Our goal is to become current in our financial reporting in the first half of the year, effecting a standard practice of timely financial reporting and regular communication with our shareholders. Transparency and timeliness are foundations for building trust among the communities we serve, and will enable MiMedx to continue making a difference in the lives of patients and their families – delivering advanced technologies and elevating the standard of care.”

Mr. Carlson served as Chief Operating Officer at Brighthouse Financial, Inc., where he helped establish the \$200 billion (assets) U.S. life and annuity insurance company as a separate entity following its August 2017 spin-off from MetLife, Inc. He was the Chief Accounting Officer at MetLife, Inc. for eight years where his global responsibilities included accounting, financial planning, tax, and investment finance. Prior to joining MetLife in 2009, Carlson was the Corporate Controller at Wachovia Corporation. He currently serves as a director of White Mountains Insurance Company (NYSE: WTM). Mr. Carlson holds a Bachelor of Science from Wake Forest University and is a trustee of the university. He is licensed as a certified public accountant in North Carolina and New York.

About MiMedx

MiMedx® is an industry leader in advanced wound care and an emerging therapeutic biologics company developing and distributing human placental tissue allografts with patent-protected processes for multiple sectors of healthcare. The Company processes the human placental tissue utilizing its proprietary PURION® process methodology, among other processes, to produce allografts by employing aseptic processing techniques in addition to terminal sterilization. MiMedx has supplied over 1.8 million allografts to date. For additional information, please visit www.mimedx.com.

Contact:

Hilary Dixon
Investor Relations & Corporate Communications
770.651.9066
investorrelations@mimedx.com