

**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"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Pursuant to §240.14a-12

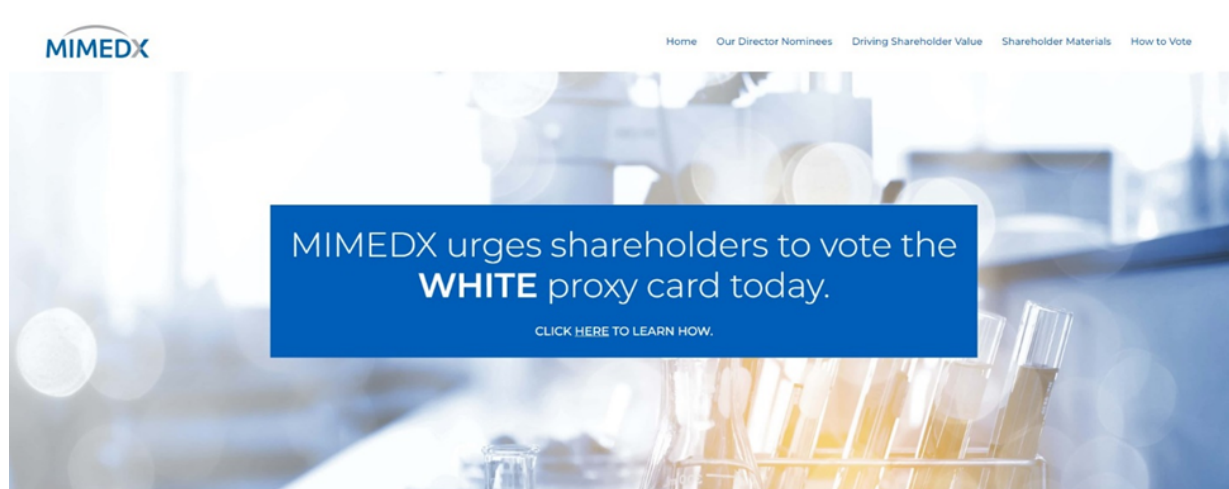
MIMEDX GROUP, INC.
(Name of registrant as specified in its charter)

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:

On May 16, 2022, the Registrant published the following information on the website, <https://votemimedx.com>:

"Home"



MIMEDX Home Our Director Nominees Driving Shareholder Value Shareholder Materials How to Vote

MIMEDX urges shareholders to vote the **WHITE** proxy card today.

[CLICK HERE TO LEARN HOW.](#)

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

- FOR** The election of each of the Company's highly qualified Board nominees: Dr. Phyllis Gardner and James L. Bierman
- FOR PROPOSAL 2** Advisory approval of executive compensation
- FOR PROPOSAL 3** Ratification of auditors
- FOR PROPOSAL 4** To approve adoption of Employee Stock Purchase Plan

The MIMEDX Board is made up of nine highly qualified, experienced and engaged directors who are committed to acting in the best interest of all MIMEDX shareholders. The MIMEDX Board is confident that the Company is on the right path forward. The significant progress we made in 2021 has created a strong foundation for growth in 2022 and beyond. We look forward to continuing to execute on our current strategy and create long-term shareholder value.

The Board unanimously recommends that shareholders vote the **WHITE** proxy card **FOR** the Company's experienced and highly qualified director nominees.

Your vote is extremely important.

[Vote the WHITE proxy card today!](#)

[HOW TO VOTE](#)

If you have any questions or require any assistance with respect to voting your shares, please contact our proxy solicitor:

MORROW SODALI

Toll Free: (800) 662-5200 or at (203) 658-9400
MDXG@investor.Morrowsodali.com

MIMEDX will hold its 2022 Annual Meeting of Shareholders on Tuesday, June 7, 2022, at 9:00 a.m. Eastern Time. The meeting will be held in virtual format only at www.eseonlineservices.com/mdxg22_vm. The Board has fixed 5:00 p.m. Eastern Time on April 11, 2022 as the record date for shareholders who will be entitled to vote at the Annual Meeting.

Under a refreshed Board of Directors and senior management team, MIMEDX continues to execute its strategy following a tumultuous period in our history, and has restored the Company's integrity, transformed the culture of the organization and re-established MIMEDX's credibility and reputation.

The investments we are making in people, resources, and strategic initiatives also position us to accelerate our late-stage pipeline and achieve our stated top line growth objectives in our core business.

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The Board unanimously recommends that shareholders vote the WHITE proxy card FOR the Company's experienced and highly qualified director nominees.

Your vote is extremely important.

Vote the **WHITE** proxy card today!

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

INVESTORS
Jack Howarth
Investor Relations
404-360-5661
jhowarth@mimedx.com

MEDIA
Hilary Dixon
Corporate & Strategic Communications
770-651-9307
hdixon@mimedx.com





Our Director Nominees

MIMEDX's Board has recently gone through a comprehensive refreshment plan, resulting in a strong Board made up of talented, experienced and highly engaged directors who are committed to supporting management's efforts in restoring the Company's credibility, integrity and reputation, improving business liquidity, and transforming the culture of the organization. The MIMEDX Board does not compromise on its core values and commitment to acting in the best interest of all MIMEDX shareholders.

The two directors standing for re-election this year – Dr. Phyllis Gardner and Mr. James L. Bierman – both exemplify this commitment. Both are highly respected in the life sciences industry and have made significant contributions to our successful turnaround, positioning MIMEDX for substantial shareholder value creation. Dr. Gardner and Mr. Bierman bring important skills, business acumen, public company board and industry experience to guide and oversee the Company as fiduciaries at this critical time.

Our Nominees

UP FOR ELECTION AT 2022 ANNUAL MEETING

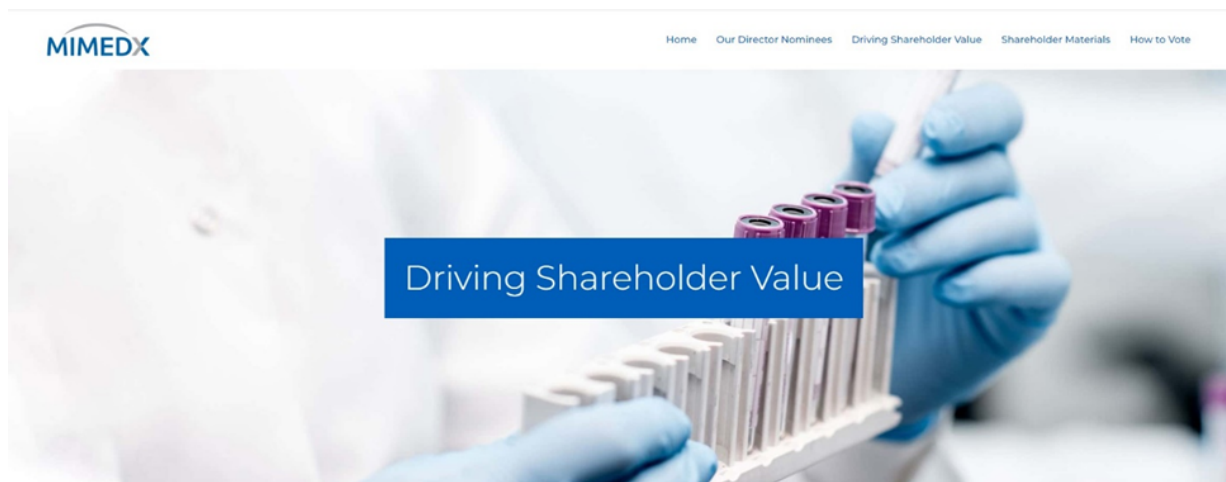
Phyllis Gardner, M.D.

Dr. Gardner, independent director, has spent over 35 years in academia, medicine and industry. Dr. Gardner has served on the board of directors of several public and private companies, including Revance Therapeutics, Inc. since 2006, CohBar, Inc. since February 2019 and Corium International, Inc. from November 2007 to December 2018. Dr. Gardner has also served as an advisor to Change Health Care, Inc. from April 2019 to present. From June 1999 to July 2014, she served in various consulting capacities including as an adjunct partner at a venture fund managed by Essex Woodlands Ventures, a venture capital firm that focused on the healthcare industry (and a predecessor to EW Healthcare Partners, a healthcare focused growth equity firm and holder of our Series B Preferred Stock). Additionally, Dr. Gardner has been a member of the Harvard Medical School Board of Fellows since April 2013 and is a scientific reviewer for the Cancer Prevention and Research Institute of Texas. She began her academic medical career at Stanford University, where she has held several positions including Senior Associate Dean for Education and Student Affairs and remains today as Professor of Medicine. From 1994 to 1998, she took a leave of absence from Stanford University to serve as Principal Scientist, Vice President of Research and Head of ALZA Technology Institute, a major drug delivery company. Dr. Gardner holds a B.S. from the University of Illinois and an M.D. from Harvard University. Dr. Gardner has served on the Board since March 2021 and was nominated as a director because of her medical, healthcare and operating experience and significant experience serving as a director of other healthcare companies.

James L. Bierman

Mr. Bierman, an independent director, served as President and Chief Executive Officer, and as a member of the board of directors, of Owens & Minor, Inc. (NYSE: OMI), a Fortune 500 company and a leading distributor of medical and surgical supplies, from September 2014 to June 2015. Previously, he served in various other senior roles at Owens & Minor, including President and Chief Operating Officer from August 2013 to September 2014, Executive Vice President and Chief Operating Officer from March 2012 to August 2013, Executive Vice President and Chief Financial Officer from April 2011 to March 2012, and Senior Vice President and Chief Financial Officer from June 2007 to April 2011. Earlier in his career, Mr. Bierman served as Executive Vice President and Chief Financial Officer at Quintiles Transnational Corp. (formerly Nasdaq: QTRN). Quintiles was a market leader in providing product development and commercialization solutions to the pharmaceutical, biotech, and medical device industries. Before joining Quintiles, Mr. Bierman was a partner with Arthur Andersen LLP from 1988 to 1998. Mr. Bierman currently serves on the board of directors of Tenet Healthcare Corporation (NYSE: THC), a Fortune 500 company and a diversified healthcare services company operating more than 500 facilities, acute care hospitals and outpatient centers, throughout the United States, and Novan, Inc. (Nasdaq: NOVN). Novan, Inc. is a clinical development-stage biotechnology company focused on leveraging its proprietary nitric oxide-based technology in support of delivering safe and efficacious therapies. Mr. Bierman serves as an independent director of KL Acquisition Corp. (NASDAQ: KLAQU), a blank check company (SPAC) whose business purpose is to effect a merger or similar business combination with businesses in the healthcare sector. He previously served as Lead Independent Director on the board of directors of Team Health Holdings, Inc. (formerly NYSE: TMH). Team Health is one of the largest suppliers of outsourced healthcare professional staffing and administrative services to hospitals and other healthcare providers in the United States. Mr. Bierman earned his B.A. from Dickinson College and his M.B.A. at Cornell University's Johnson Graduate School of Management. Mr. Bierman has served on the Board since June 2019 and was nominated as a director because of his substantial operational and financial experience in the healthcare sector.

"Driving Shareholder Value"



We are executing on a clear value creation strategy, and focused on enhancing value for all MIMEDX shareholders. From foundation to transformation, our plan includes:



Differentiate the value of our portfolio by more rigorously establishing the scientific foundation, clinical effectiveness and economic efficiency of our products



Expand our reach to address multiple areas of significant and unmet clinical need, including expansion into Surgical Recovery



Align the business to focus on key strategic initiatives: Wound Care & Surgical Recovery and Regenerative Medicine & Biologics Innovation



Develop and launch two new products annually, improving Product Vitality Index



Expand internationally, with first-to-market opportunity in Japan



Accelerate initiation of trial enrollment in Knee Osteoarthritis Clinical Trial program



Achieve mid-term double-digit growth expectations



Manufacturing improvements

Our Executive compensation is aligned with our operational and financial goals, and we are confident in the steps we are taking to advance our strategy. We recently reported a **third consecutive quarter of double-digit growth** in our continuing portfolio of products. These results reflect the commercial team's solid execution, and performance towards initiatives designed to achieve sustainable growth and enhance shareholder value.

Hear From Our CEO



"Shareholder Materials"



[Home](#) [Our Director Nominees](#) [Driving Shareholder Value](#) [Shareholder Materials](#) [How to Vote](#)



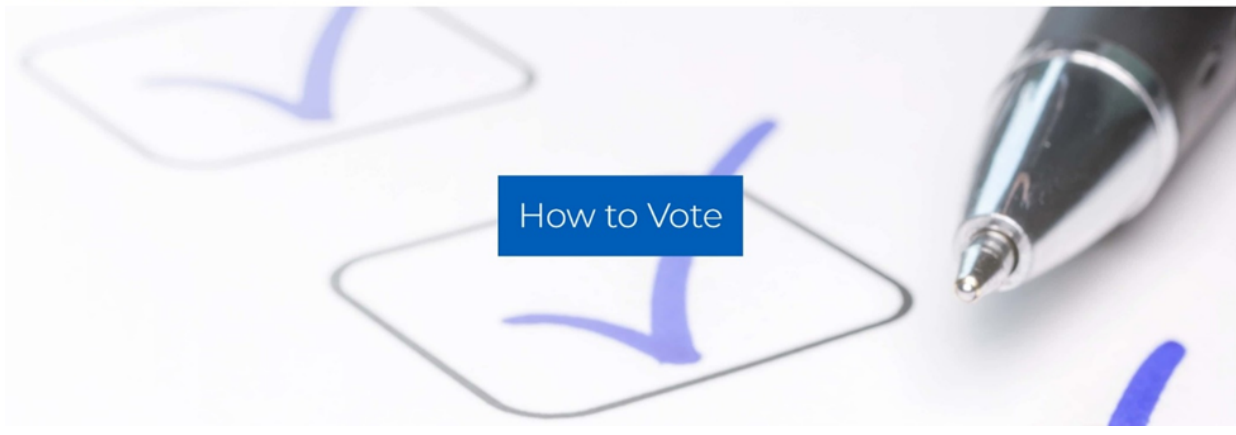
MAY 9, 2022
MIMEDX Comments On Prescience Point's False And Misleading Statements
[DOWNLOAD PDF](#)

MAY 3, 2022
MIMEDX Announces First Quarter 2022 Operating And Financial Results
[DOWNLOAD PDF](#)

APRIL 29, 2022
MIMEDX Comments On Prescience Point's Recent Filing
[DOWNLOAD PDF](#)

APRIL 26, 2022
MIMEDX Definitive Proxy Statement
[DOWNLOAD PDF](#)





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MDXC@investor.Morrowsodali.com

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 www.cesvote.com and follow the instructions on that site.



By Telephone

Call 1-888-693-8683 and follow the simple voice prompts provided.



By Mail

Complete, sign, date and return the **WHITE** proxy card in the postage-paid envelope included.



During the Virtual Annual Meeting

Shareholders of Record who have pre-registered and logged in at www.cesonlineservices.com/mdxg22_vm may click on the 'Shareholder Ballot' link found in the 'Meeting Links' section of the webcast to vote during the Annual Meeting.

If you return your **WHITE** proxy card by mail, please ensure you leave enough time for your **WHITE** proxy card to be mailed and received. You are encouraged to sign, date and return the **WHITE** proxy card in the postage-paid envelope provided (or vote by internet or by telephone).

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 broker, bank or other nominee), you will receive instructions from your broker, bank or other nominee as to how to vote your shares or submit instructions to vote your shares.

You should instruct your broker, bank or other nominee how to vote your shares by following the directions provided by your broker, bank or other nominee.

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

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

- **FOR** the election of each of the Company's highly qualified Board nominees: Dr. Phyllis Gardner and James L. Bierman;
- **FOR Proposal 2:** Advisory approval of executive compensation;
- **FOR Proposal 3:** Ratification of auditors; and
- **FOR Proposal 4:** To approve the adoption of Employee Stock Purchase Plan

How to Register for the Annual Meeting

Attendance at the Annual Meeting or any adjournment or postponement thereof will be limited to stockholders of the Company as of the close of business on the Record Date and guests of the Company. In order to attend the virtual meeting, you will need to pre-register by 10:00 a.m. Eastern Time on June 5, 2022. To pre-register for the meeting, please follow these instructions:

Registered Stockholders

Stockholders of record as of the Record Date may register to participate in the Annual Meeting remotely by visiting the website www.cesonlineservices.com/mdxg22_vm. Please have your proxy card containing your control number available, and follow the instructions to complete your registration request. After registering, stockholders will receive a confirmation email with a link and instructions for accessing the virtual Annual Meeting. Requests to register to participate in the Annual Meeting remotely must be received no later than 10:00 a.m., Eastern Time, on June 5, 2022.

Beneficial Stockholders

Stockholders whose shares are held through a broker, bank or other nominee as of the Record Date may register to participate in the Annual Meeting remotely by visiting the website www.cesonlineservices.com/mdxg22_vm. Please have your Voting Instruction Form or other communication containing your control number available and follow the instructions to complete your registration request. After registering, stockholders will receive a confirmation email with a link and instructions for accessing the virtual Annual Meeting. Requests to register to participate in the Annual Meeting remotely must be received no later than 10:00 a.m., Eastern Time, on June 5, 2022.

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during check-in or during the meeting, please call the technical support number that will be listed in the reminder email you will receive the day before the meeting.