

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act 1934

Date of Report (date of earliest event reported): December 9, 2013

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida
(State or other jurisdiction of incorporation)

000-52491
(Commission File Number)

26-2792552
(IRS Employer Identification No.)

1775 West Oak Commons Ct, NE
Marietta, GA
(Address of principal executive offices)

30062
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- 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))

Item 8.01 Other Events

On December 9, 2013, MiMedx Group, Inc., (the “Company”) issued a press release announcing its intention to offer 5,000,000 shares of common stock in an underwritten public offering. The Company further noted it expects to grant the underwriters a 30 day option to purchase up to an additional 750,000 shares of common stock to cover over-allotments, if any.

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

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
99.1	MiMedx Group, Inc. Press Release, dated December 9, 2013

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.

Dated: December 11, 2013

By: /s/ Michael J. Senken

Michael J. Senken, Chief Financial Officer

PRESS RELEASE CONTACT: MICHAEL SENKEN

PHONE: (770) 651-9100

MIMEDX GROUP ANNOUNCES PROPOSED PUBLIC OFFERING OF COMMON STOCK

Marietta, Georgia, December 9, 2013 (PR Newswire) -- **MiMedx Group, Inc. (NASDAQ: MDXG)**, an integrated developer, manufacturer and marketer of patent protected regenerative biomaterials and bioimplants processed from human amniotic membrane announced today its intention to offer, subject to market and other conditions, 5,000,000 shares of its common stock in an underwritten public offering. The Company expects to grant the underwriters a 30-day option to purchase up to an additional 750,000 shares of common stock to cover over-allotments, if any. The proceeds of the offering will be used for continued product development, sales and marketing initiatives and general corporate purposes.

Canaccord Genuity Inc. is acting as sole book-running manager for the offering and Craig-Hallum Capital Group LLC is acting as lead manager. Northland Capital Markets and Lake Street Capital Markets, LLC are acting as co-managers.

MiMedx intends to offer and sell these securities pursuant to its existing shelf registration statement (File No. 333-189785) filed with the Securities and Exchange Commission on July 3, 2013. A prospectus supplement describing the terms of the offering will be filed with the Securities and Exchange Commission and will form a part of the effective registration statement. Copies of the prospectus supplement and accompanying prospectus relating to the offering may be obtained, when available, by contacting the below book-running manager at the following address:

Canaccord Genuity Inc.
Attention: Syndicate Department
99 High Street, 12th Floor
Boston, MA 02110
Telephone: (617) 371-3900
Email: USecm@canaccordgenuity.com

An electronic copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering will be available on the website of the Securities and Exchange Commission at www.sec.gov.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of MiMedx, and shall not constitute an offer, solicitation or sale of any security in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.



MiMedx Group, Inc. | 1775 West Oak Commons Ct NE | Marietta, GA 30062 | 770.651.9100 | Fax 770.218.6195 | www.mimedx.com

About MiMedx

MiMedx® is an integrated developer, manufacturer and marketer of patent protected regenerative biomaterial products and bioimplants processed from human amniotic membrane. “*Innovations in Regenerative Biomaterials*” is the framework behind our mission to give physicians products and tissues to help the body heal itself. Our biomaterial platform technologies include AmnioFix® and EpiFix®, our tissue technologies processed from human amniotic membrane that is derived from donated placentas. Through our donor program, mothers delivering full-term Caesarean section births can elect in advance of delivery to donate the placenta in lieu of having it discarded as medical waste. We process the human amniotic membrane utilizing our proprietary PURION® process, to produce a safe and effective implant. MiMedx® is the leading supplier of amniotic tissue, having supplied over 200,000 allografts to date to distributors and OEMs for application in the Wound Care, Surgical, Sports Medicine, Ophthalmic and Dental sectors of healthcare.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Any statements contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Words such as “believes,” “anticipates,” “plans,” “expects,” “will,” “intends,” “potential,” “possible” and similar expressions are intended to identify forward-looking statements. Forward-looking statements include expectations regarding the proposed offering and the use of proceeds from such offering. Forward-looking statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from currently anticipated results. These forward-looking estimates are based on management’s current expectations, forecasts, and projections and are subject to risks and uncertainties that could cause actual results and events to differ materially from those stated in these forward-looking statements. Information on risks, uncertainties, and other information affecting MiMedx’s business and operating results are contained in its Annual Report on Form 10-K for the year ended December 31, 2012, MiMedx’s subsequent Quarterly Reports on Form 10-Q for the quarters ended June 30, 2013 and September 30, 2013, and MiMedx’s other filings with the Securities and Exchange Commission. These forward looking statements speak only as of the date hereof. MiMedx disclaims any obligation to update these forward-looking statements except as required by law.



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