

SCHEDULE 14A  
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 Under Rule 14a-12

**MiMedx Group, Inc.**

(Name of Registrant as Specified In Its Charter)

**Parker H. Petit**  
**David J. Furstenberg**  
**Shawn P. George**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) 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(a)(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:

On April 11, 2019, Parker H. "Pete" Petit ("Mr. Petit") issued a press release (the "Press Release") to shareholders of MiMedx Group, Inc. (the "Company"). A copy of the Press Release is attached herewith as Exhibit 1. A copy of the Press Release, including various soliciting materials (the "Materials"), can be found on the website, MiMedxBoardProxy.com (the "Website"), which has also been made available through a link on the home page of Mr. Petit's personal website (the "Homepage"). Copies of the Materials posted to the Website and the Homepage are filed herewith as Exhibit 2 and Exhibit 3, respectively.

In addition, information regarding the Participants (as defined in Exhibit 4) in a shareholder notice of intent to nominate persons for election as directors at the upcoming annual meeting of shareholders of the Company is attached herewith as Exhibit 4.

## Former CEO & Chairman "Pete" Petit Nominates Two Highly Qualified Professionals and Shareholders and Himself to the Board of MiMedx Group, Inc.

*Mr. Petit compelled to submit nominations given the disappointing performance by the Board and management and lack of engagement with MiMedx's shareholders*

*Pete Petit, David Furstenberg and Shawn George would bring needed operational, financial and governance expertise to the Board*

Marietta, GA – April 11, 2019 – Parker H. "Pete" Petit ("Mr. Petit") today announced that he has nominated David J. Furstenberg ("Mr. Furstenberg"), Shawn P. George ("Mr. George") and himself for election to the Board of Directors of MiMedx Group, Inc. ("MiMedx" or the "Company") (OTC: MDXG) at the Company's upcoming Annual Meeting of Shareholders expected to be held on June 17, 2019. Mr. Petit, together with Mr. George and Mr. Furstenberg, are the beneficial owners of 4.3% of the common stock of MiMedx.

Mr. Petit, the former Chairman of the Board and CEO from 2009 to 2018, said, "In my opinion, the current Board has done a major disservice to MiMedx's shareholders and there is no sign the Board has the ability, judgment or commitment to return MiMedx to its former growth and profitability as a NASDAQ listed company. Shareholders have been left in the dark while the Company's value has significantly dropped. I could no longer sit on the sidelines. Together with Shawn and David, we, if elected, will bring a wealth of experience working on and resolving expeditiously highly contentious and complicated matters. I believe that our slate of candidates will instill the much needed accountability and reason in the boardroom that MiMedx is now lacking, while supporting its valuable employees and expanding its best in class intellectual property patents."

For information about this campaign to bring much needed change to MiMedx's current Board and thoughts on how we will seek to restore the Company's lost value, please visit [MiMedxBoardProxy.com](http://MiMedxBoardProxy.com).

### Nominee bios:

- **Parker H. "Pete" Petit** is the current President of the Petit Group and the former Chairman of the Board and Chief Executive Officer of MiMedx. During Pete's tenure as head of MiMedx, MiMedx grew from a start up to the 5<sup>th</sup> fastest growing public company in 2017 according to Fortune magazine. Prior to Pete's roles beginning in 2009 as Chairman and CEO of MiMedx, he was the Chairman and CEO of Matria Healthcare, Inc. (NASDAQ: MATR) from 1996 until it was sold in May 2008. Before then, Pete founded his own company, Healthdyne, Inc., in 1971 which grew to become three different public companies. Pete received his B.S. in Mechanical Engineering and his Master of Science degree in Engineering Mechanics from the Georgia Institute of Technology, and his M.B.A. in Finance from Georgia State University.
- **David J. Furstenberg** is the former Director of Taxes at Pulte Home Corporation, a Fortune 500 publicly traded homebuilder, a position he held from 1997 until his retirement in 2016. In his position, David led the federal, state and international tax research and planning functions as well as advised and partnered with executive management and multiple departments on tax matters related to M&A and other strategic initiatives. David is a certified public accountant and attorney and a member of the Michigan Association of CPAs and the State Bar of Michigan. David received his J.D. from Wayne State University Law School and his B.A. in Accounting from Michigan State University.
- **Shawn P. George** is a Partner at George & Lorensen, PLLC, a position he has held since the firm was founded in 1991. Shawn's practice has spanned over thirty-seven years and includes both plaintiff and defense side representation in complex civil litigation and commercial matters. Shawn serves regularly as a counsel and consultant to businesses on a variety of corporate issues, including multi-forum litigation and risk related management, as well as an arbitrator or mediator in complex, multi-party business or commercial transactions and disputes. Shawn is recognized as a West Virginia Super Lawyer. Shawn received his J.D. from Washington and Lee University School of Law and his B.A. in Government from Hamilton College.

Schulte Roth & Zabel LLP is providing legal counsel to Mr. Petit.

**Media Contact:**

Bob Dilenschneider  
The Dilenschneider Group  
212.922.0900

**Legend**

Parker H. "Pete" Petit, David J. Furstenberg, and Shawn P. George (collectively, the "Nominees" or the "Participants") intend to file with the SEC a definitive proxy statement and accompanying form of proxy to be used in connection with the solicitation of proxies from the stockholders of MiMedx. All shareholders of MiMedx are advised to read the definitive proxy statement and other documents related to the solicitation of proxies by the Participants when they become available, as they will contain important information, including additional information related to the Participants. The definitive proxy statement and an accompanying proxy card will be furnished to some or all of the Company's shareholders and will be, along with other relevant documents, available at no charge on the SEC website at <http://www.sec.gov/>.

Information about the Participants and a description of their direct or indirect interests by security holdings is contained in the Schedule 14A filed by Mr. Petit with the SEC on April 11, 2019. This document is available free of charge from the sources indicated above.

## Terms and Conditions

### DISCLAIMER

Parker H. Petit ("Mr. Petit"), David J. Furstenberg, and Shawn P. George (collectively, the "Nominees" or the "Participants") intend to file with the Securities and Exchange Commission (the "SEC") a proxy statement and accompanying form of proxy to be used in connection with the solicitation of proxies from the stockholders of MiMedx Group, Inc. (the "Company"). All stockholders of the Company are advised to read the proxy statement and other documents related to the solicitation of proxies by the Participants when they become available, as they will contain important information, including

You need to read to the bottom of these terms and conditions before you can continue.

I Agree

The current MiMedx Board has failed shareholders with disappointing performance, failure to ensure competent leadership and lack of engagement with MiMedx shareholders.

Former CEO and Chairman "Pete" Petit has felt compelled to launch a contest seeking changes on the Board to restore the former growth and profitability of MiMedx.

Pete Petit, Shawn George and David Furstenberg, if elected, would bring much needed operational, financial and governance expertise to the Board.

# MiMedx Board Proxy Contest



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## NOMINEES

In this section, you will see some background and information on our first three recommendations for Board positions for my slate of directors at the upcoming annual meeting. If there are more than three directors up for election at the upcoming annual meeting, you may see recommendations on additional Board members that we will nominate for the annual meeting.

Our proposed Board members all have specific experience and talent to bring to the MiMedx Board. I believe that the first three individuals—myself, Shawn George and David Furstenberg—are not only well qualified candidates but already understand the majority of the legal issues and accounting issues associated with the decisions that have been made by the current Board since June of 2018. The current Board has made numerous decisions, that, in my opinion, have been devastating to the Company.

The three individuals on this slate are all shareholders who have held their shares for an extended period of time. They are also very informed on the Company's activities, and will be very focused on having explanations provided to them, and where possible, to shareholders on why numerous decisions have been made. Hopefully, with their oversight and advice, some of these devastating decisions can be changed, and the Company's continual deterioration stopped.

### Parker H. "Pete" Petit

Parker H. "Pete" Petit is the current President of the Petit Group and the former Chairman of the Board and Chief Executive Officer of MiMedx. During Pete's tenure as head of MiMedx, MiMedx grew from a start up to the 5th fastest growing public company in 2017 according to Fortune magazine. Prior to Pete's roles beginning in 2009 as Chairman and CEO of MiMedx, he was the Chairman and CEO of Matria Healthcare, Inc. (NASDAQ: MATR) from 1996 until it was sold in May 2008. Before then, Pete founded his own company, Healthdyne, Inc., in 1971 which grew to become three different public companies. Pete received his B.S. in Mechanical Engineering and his Master of Science degree in Engineering Mechanics from the Georgia Institute of Technology, and his M.B.A. in Finance from Georgia State University.

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## SHAREHOLDER INFORMATION

### Press Releases

[04-11-19 – Press Release \(Announcing Nomination of Shareholders\)](#)

### Articles

[04-11-19 – Pete Petit's Letter to Shareholders](#)

### SEC Filings

## CONTACT

Schulte Roth & Zabel LLP is providing legal counsel to Mr. Petit.

**Media Contact:**

Bob Dilenschneider

The Dilenschneider Group

(212) 922-0900

## COOKIE POLICY

### About this cookie policy

This Cookie Policy explains what cookies are and how we use them. You should read this policy to understand what cookies are, how we use them, the types of cookies we use i.e, the information we collect using cookies and how that information is used and how to control the cookie preferences. For further information on how we use, store and keep your personal data secure, see our Privacy Policy.

You can at any time change or withdraw your consent from the Cookie Declaration on our website.

Learn more about who we are, how you can contact us and how we process personal data in our Privacy Policy.

Your consent applies to the following domains: [www.mimedxboardproxy.com](http://www.mimedxboardproxy.com)

Your current state: Consent Accepted. [Manage your consent.](#)

### What are cookies ?

Cookies are small text files that are used to store small pieces of information. The cookies are stored on your device when the website is loaded on your browser. These cookies help us make the website function properly, make the website more secure, provide better user experience, and understand how the website performs and to analyze what works and where it needs improvement.

### How do we use cookies ?

As most of the online services, our website uses cookies first-party and third-party cookies for a number of purposes. The first-party cookies are mostly necessary for the website to function the right way, and they do not collect any of your personally identifiable data.

The third-party cookies used on our websites are used mainly for understanding how the website performs, how you interact with our website, keeping our services secure, providing advertisements that are relevant to you, and all in all providing you with a better and improved user experience and help speed up your future interactions with our website.

### What types of cookies do we use ?

**Essential:** Some cookies are essential for you to be able to experience the full functionality of our site. They allow us to maintain user sessions and prevent any security threats. They do not collect or store any personal information. For example, these cookies allow you to log-in to your account and add products to your basket and checkout securely.

**Statistics:** These cookies store information like the number of visitors to the website, the number of unique visitors, which pages of the website have been visited, the source of the visit etc. These data help us understand and analyze how well the website performs and where it needs improvement.

**Marketing:** Our website displays advertisements. These cookies are used to personalize the advertisements that we show to you so that they are meaningful to you. These cookies also help us keep track of the efficiency of these ad campaigns.

The information stored in these cookies may also be used by the third-party ad providers to show you ads on other websites on the browser as well.

**Functional:** These are the cookies that help certain non-essential functionalities on our website. These functionalities include embedding content like videos or sharing contents on the website on social media platforms.

**Preferences:** These cookies help us store your settings and browsing preferences like language preferences so that you have a better and efficient experience on future visits to the website.

COOKIE	DESCRIPTION
No records found	

### How can I control the cookie preferences ?

Should you decide to change your preferences later through your browsing session, you can click on the "Privacy & Cookie Policy" tab on your screen. This will display the consent notice again enabling you to change your preferences or withdraw your consent entirely.

In addition to this, different browsers provide different methods to block and delete cookies used by websites. You can change the settings of your browser to block/delete the cookies. To find out more on how to manage and delete cookies, visit [wikipedia.org](http://wikipedia.org), [www.allaboutcookies.org](http://www.allaboutcookies.org).



## PRIVACY POLICY

### Who we are

Our website address is: <http://www.mimedxboardproxy.com>.

### What personal data we collect and why we collect it

#### Comments

When visitors leave comments on the site we collect the data shown in the comments form, and also the visitor's IP address and browser user agent string to help spam detection.

An anonymized string created from your email address (also called a hash) may be provided to the Gravatar service to see if you are using it. The Gravatar service privacy policy is available here: <https://automattic.com/privacy/>. After approval of your comment, your profile picture is visible to the public in the context of your comment.

#### Media

If you upload images to the website, you should avoid uploading images with embedded location data (EXIF GPS) included. Visitors to the website can download and extract any location data from images on the website.

#### Contact forms

##### Cookies

If you leave a comment on our site you may opt-in to saving your name, email address and website in cookies. These are for your convenience so that you do not have to fill in your details again when you leave another comment. These cookies will last for one year.

If you have an account and you log in to this site, we will set a temporary cookie to determine if your browser accepts cookies. This cookie contains no personal data and is discarded when you close your browser.

When you log in, we will also set up several cookies to save your login information and your screen display choices. Login cookies last for two days, and screen options cookies last for a year. If you select "Remember Me", your login will persist for two weeks. If you log out of your account, the login cookies will be removed.

If you edit or publish an article, an additional cookie will be saved in your browser. This cookie includes no personal data and simply indicates the post ID of the article you just edited. It expires after 1 day.

##### Embedded content from other websites

Articles on this site may include embedded content (e.g. videos, images, articles, etc.). Embedded content from other websites behaves in the exact same way as if the visitor has visited the other website.

These websites may collect data about you, use cookies, embed additional third-party tracking, and monitor your interaction with that embedded content, including tracking your interaction with the embedded content if you have an account and are logged in to that website.

##### Analytics

### Who we share your data with

### How long we retain your data

If you leave a comment, the comment and its metadata are retained indefinitely. This is so we can recognize and approve any follow-up comments automatically instead of holding them in a moderation queue.

For users that register on our website (if any), we also store the personal information they provide in their user profile. All users can see, edit, or delete their personal information at any time (except they cannot change their username). Website administrators can also see and edit that information.

### What rights you have over your data

If you have an account on this site, or have left comments, you can request to receive an exported file of the personal data we hold about you, including any data you have provided to us. You can also request that we erase any personal data we hold about you. This does not include any data we are obliged to keep for administrative, legal, or security purposes.

### Where we send your data

Visitor comments may be checked through an automated spam detection service.

### Your contact information

### Additional information

### How we protect your data

### What data breach procedures we have in place

### What third parties we receive data from

### What automated decision making and/or profiling we do with user data

### Industry regulatory disclosure requirements



I, along with Shawn George and David Furstenberg, have formed a group focused on replacing current Board members at the upcoming annual meeting of shareholders.

This website has been set up in order to communicate with MiMedx shareholders relative to the upcoming shareholders' meeting. I believe that the Company will be holding a shareholders' meeting on Monday, June 17th.

We will be placing information on this website routinely as this proxy contest develops. I believe the Company may also set up a website and communicate on these matters. I urge you to regularly come to this website, [MiMedxBoardProxy.com](http://MiMedxBoardProxy.com), for updates on this proxy contest.

I intend to solicit proxies and send MiMedx shareholders a proxy statement in connection with the upcoming annual meeting. Please read my proxy materials. In addition, please notify your friends and relatives who own MiMedx stock that there is a proxy solicitation underway. It is very important that all shareholders' desires be fulfilled through this proxy process.

We sincerely hope you will help us develop interest in this vote, and we look forward to seeing as many of you as possible at the shareholders' meeting in Atlanta.

Sincerely yours,

"Pete" Petit  
Former Chairman and CEO

PERSONAL

PROFESSIONAL



PHILANTHROPY

CONTACT

Parker H. "Pete" Petit

# Official Website for "Pete" Petit

Parker H. "Pete" Petit - Entrepreneur, Philanthropist, and CEO



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## PETE PETIT

My name is **Pete Petit** and this is my official website. I am a healthcare executive with a history of developing companies from their emerging stages and leading them to maturity and significant stature in their respective markets.

I graduated from Georgia Tech where I received my B.S. degree in Mechanical Engineering and Master of Science degree in Engineering Mechanics, and I received my MBA degree in Finance from Georgia State University.

I have been inducted into the Georgia State Business School Hall of Fame, and was recently inducted into the National Academy of Engineering.

I am heavily involved in philanthropic activities including the funding of a professorial chair for "Engineering in Medicine" and the endowment of the Petit Institute for Bioengineering and Biosciences at Georgia Institute of Technology in Atlanta, Georgia. I also funded the Science Center building at Georgia State University which bears my name.

Currently I am the Former Chairman and CEO of MiMedx Group, Inc. located in Marietta, Georgia.

PERSONAL



PROFESSIONAL



PHILANTHROPY



VIDEOS



Parker H. Petit, David J. Furstenberg and Shawn P. George (collectively, the "Participants") intend to file with the Securities and Exchange Commission (the "SEC") a definitive proxy statement and accompanying form of proxy to be used in connection with the solicitation of proxies from the shareholders of MiMedx Group, Inc. (the "Company"). All shareholders of the Company are advised to read the definitive proxy statement and other documents related to the solicitation of proxies by the Participants when they become available, as they will contain important information, including additional information related to the Participants. The definitive proxy statement and an accompanying proxy card will be furnished to some or all of the Company's shareholders and will be, along with other relevant documents, available at no charge on the SEC's website at <http://www.sec.gov/>.

**INFORMATION ABOUT THE PARTICIPANTS' INTERESTS BY SECURITY HOLDINGS**

The "Participants" in this solicitation of proxies from shareholders of MiMedx Group, Inc. (the "Company") in connection with the Company's upcoming annual meeting of shareholders are: (i) Parker H. Petit ("Mr. Petit"), (ii) Shawn P. George ("Mr. George") and (iii) David J. Furstenberg ("Mr. Furstenberg").

Collectively, the Participants may be deemed to "beneficially own" (within the meaning of Rule 13d-3 or Rule 16a-1 under the Securities Exchange Act of 1934, as amended), an aggregate of 4,719,174 shares of common stock, par value \$0.001 per share, of the Company (the "Common Stock"), representing approximately 4.32% of the Company's outstanding shares of Common Stock. The percentages contained herein are based upon 109,347,613 shares of Common Stock issued and outstanding as of December 31, 2017 as disclosed by the Company to Mr. Petit on or about February 6, 2018.

Of the 4,719,174 shares of Common Stock beneficially owned in the aggregate by the Participants: (a) 4,325,595 shares of Common Stock may be deemed to be beneficially owned by Mr. Petit, (b) 366,999 shares of Common Stock may be deemed to be beneficially owned by Mr. George and (c) 26,580 shares of Common Stock may be deemed to be beneficially owned by Mr. Furstenberg.

Each of the Participants expressly disclaims beneficial ownership of the shares of Common Stock held by the other Participants.