

PETIT PARKER H
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETIT PARKER H

2. Issuer Name and Ticker or Trading Symbol
MIMEDX GROUP, INC.
[MDXG.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9815 HIGHWAY 98W, UNIT 930
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

MIRAMAR BEACH, FL 32550

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2009		P		1,666,667	A	\$ 0.6	1,682,222	D	
Common Stock	12/31/2009		P		100,000	A	\$ 0.6	100,000 ⁽⁴⁾	I	By Parker H. Petit Grantor Trust
Common Stock	12/31/2009		P		100,000	A	\$ 0.6	100,000	I	By Petit Investments, LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
5% Convertible Promissory Note	\$ 0.6	12/31/2009		C ⁽¹⁾		\$ 500,000		12/31/2009	12/31/2009	Common Stock
Common Stock Warrants (Right to Buy)	\$ 0.6							12/21/2009	09/22/2012	Common Stock
Common Stock Warrants (Right to Buy)	\$ 1.5	12/31/2009		P	833,333			01/01/2010	12/31/2014	Common Stock
Common Stock Warrants (Right to Buy)	\$ 1.5	12/31/2009		P	50,000			01/01/2010	12/31/2014	Common Stock
Common Stock Warrants (Right to Buy)	\$ 1.5	12/31/2009		P	50,000			01/01/2010	12/31/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETIT PARKER H 9815 HIGHWAY 98W, UNIT 930 MIRAMAR BEACH, FL 32550	X		Chief Executive Officer	

Signatures

Michael J. Culumber, by Power of
Attorney

01/05/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) The 5% Convertible Promissory Note was paid in entirety by the issuer on 12/31/09.

As a result of the above transaction, in conjunction with the 5% Convertible Promissory Note, the holder was issued warrants to purchase

- (2) common stock, computed by dividing the aggregate amount of advances under the note by the conversion price and multiplying the resultant quotient by two. The number of derivative securities beneficially owned following the reported transaction on 10/15/09 was incorrectly stated, the revised amount is now properly stated.

- (3) Received one warrant for every two shares of common stock purchased at \$.60 per share.

The reporting person is the trustee of the Trust. The reporting person disclaims beneficial ownership of these securities, and this report

- (4) shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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