

BROWN REBECCA COVERT

Form 3/A

September 18, 2008

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*Â BROWN REBECCA  
COVERT

(Last) (First) (Middle)

C/O MIMEDX, INC., Â 1234  
AIRPORT RD., STE. 105

(Street)

DESTIN, Â FL Â 32541

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
02/08/20083. Issuer Name **and** Ticker or Trading Symbol  
MIMEDX GROUP, INC. [MDXG.OB]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ X Officer ☐ Other  
(give title below) (specify below)  
COO, EVP & Sec. of Sub.5. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/14/20086. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ X Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date Expiration  
Exercisable Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option	Â (1)	12/12/2015	Common Stock	100,000 (3)	\$ 1.8 (2) (3)	D	Â
Stock Option	Â (4)	12/14/2016	Common Stock	50,000 (3) (5)	\$ 1.8 (3) (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN REBECCA COVERT C/O MIMEDX, INC. 1234 AIRPORT RD., STE. 105 DESTIN, FL 32541	Â	Â	Â COO, EVP & Sec. of Sub.	Â

## Signatures

/s/ V. Nicole Teal, pursuant to a POA filed previously with the SEC

09/18/2008

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) 50% of the option vested on the date of grant, December 13, 2005; 25% vested on September 1, 2007; and the final 25% vested on September 1, 2008. The vesting schedule was previously reported incorrectly due to a clerical error.
- (2) Received in exchange for a stock option to acquire 100,000 shares of MiMedx, Inc. common stock for \$1.80 per share in connection with the merger of MiMedx, Inc. with and into MMX Acquisition Corp., a wholly-owned subsidiary of MiMedx Group, Inc.
- (3) The information contained in this report reflects a 0.3234758-for-1 reverse stock split that occurred on March 31, 2008.  
25% of the option vested on the date of grant, December 15, 2006, with an additional 25% vesting in equal installments on each of March 31 of 2008, 2009, and 2010. Options for 25,000 shares are currently exercisable. The vesting schedule was previously reported incorrectly due to a clerical error.
- (5) Received in exchange for a stock option to acquire 50,000 shares of MiMedx, Inc. common stock for \$1.80 per share in connection with the merger of MiMedx, Inc. with and into MMX Acquisition Corp., a wholly-owned subsidiary of MiMedx Group, Inc.

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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