

MIMEDX GROUP, INC.  
Form 8-K  
May 14, 2010

**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 of 1934**

**Date of Report (Date of earliest event reported): May 14, 2010**

**MIMEDX GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other Jurisdiction of  
Incorporation)

**000-52491**

(Commission File Number)

**26-2792552**

(IRS Employer Identification No.)

**811 Livingston Court, Suite B**

**Marietta, GA**

(Address of Principal Executive Offices)

**30067**

(Zip Code)

Registrant's telephone number, including area code: **(678) 384-6720**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the 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 5.03 Amendments to Articles of Incorporation or Bylaws.**

(a) On May 11, 2010, the Board of Directors of MiMedx Group, Inc. authorized an amendment to the Bylaws of the company in Article III, Section 2 Number, Term and Qualification ; Article III, Section 3 Removal ; Article III, Section 5 Vacancies .

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 11, 2010, MiMedx Group, Inc., held an annual meeting of its shareholders. There were five proposals acted upon at that meeting. All proposals were approved. The following is a description of each item and the votes cast for each:

**Proposal 1: The nine nominees for director were elected, as follows:**

	<b>For</b>	<b>Withheld</b>		
Parker H. Petit	23,995,898	1,009		
Steve Gorlin	23,996,883	24		
Kurt M. Eichler	23,996,883	24		
Charles E. Koob	23,996,898	9		
Larry W. Papasan	23,996,892	15		
Andrew K. Rooke, Jr.	22,437,550	1,559,357		
Joseph G. Bleser	23,996,883	24		
J. Terry Dewberry	23,996,898	9		
Bruce Hack	23,996,898	9		
			<b>Broker</b>	
	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Non-Votes</b>
Total shares voted	23,996,898	0	9	9,761,372

**Proposal 2: By the following vote, the shareholders approved the proposal to amend the Classification of Board of Directors**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Total shares voted	32,856,313	888,955	13,011

**Proposal 3: By the flowing vote, the shareholders approved the proposal to amend that Directors may only be removed for cause**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Total shares voted	32,172,341	1,567,925	18,013

**Proposal 4: By the following vote, the shareholders approved the proposal to amend the 2006 Stock Incentive Plan**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
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				<b>Broker Non-Votes</b>
Total shares voted	23,672,072	306,826	18,009	9,761,372

**Proposal 5: The appointment of Cherry, Bekaert & Holland LLP as our principal independent auditor was ratified by the following shareholder vote**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Total shares voted		33,662,020	25,000	71,259

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 3.2 Amendment to the Bylaws of Mimedx Group, Inc.

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**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: May 14, 2010

By:/s/: Michael J. Senken

Michael J. Senken, Chief Financial Officer

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