

BROWN REBECCA COVERT
 Form 3/A
 September 18, 2008

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BROWN REBECCA COVERT | | | (Month/Day/Year) | MIMEDX GROUP, INC. [MDXG.OB] | |
| (Last) | (First) | (Middle) | 02/08/2008 | | |
| C/O MIMEDX, INC., Â 1234 AIRPORT RD., STE. 105 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 02/14/2008 |
| DESTIN, Â FL Â 32541 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) COO, EVP & Sec. of Sub. | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | Shares | | or Indirect (1) (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) | \$ 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.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.