

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>Friedman Mark Louis<br><small>(Last) (First) (Middle)</small><br>13631 PROGRESS BOULEVARD, SUITE 400<br><small>(Street)</small><br>ALACHUA, FL 32615<br><small>(City) (State) (Zip)</small> |                                      | 2. Issuer Name and Ticker or Trading Symbol<br>AxoGen, Inc. [AXGN] |                                | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/26/2016  |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><small>Director</small> _____ <small>10% Owner</small> _____<br><input checked="" type="checkbox"/> <small>Officer (give title below)</small> _____ <small>Other (specify below)</small> _____<br>VP,Regulatory & Quality |   |  |   |
|--|--------------------------------------|--|--------------------------------|---|---|---|---|--|---|
|  |                                      | 4. If Amendment, Date Original Filed(Month/Day/Year)               |                                | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)  |   |  |   |

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

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**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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| Employee Stock Option (right to purchase)  | \$ 5.45  | 05/26/2016                           |  | A                              |   | 5,000   |     | (I)  | 05/26/2023      | Common Stock  | 5,000                                      | \$ 0   | 5,000  | D  |       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Friedman Mark Louis<br>13631 PROGRESS BOULEVARD<br>SUITE 400<br>ALACHUA, FL 32615 |               |           | VP,Regulatory & Quality |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/Mark Friedman                             | 05/31/2016          |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

## 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) All shares of Common Stock underlying the employee stock option will be fully vested on May 26, 2020(4 years from the option grant date) based upon a vesting schedule whereby 25% of the aggregate shares vest on May 26, 2017(12 months from the option grant date) and an additional 12.5% of the aggregate shares vest each 6 months thereafter.

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.