FORM 4	4
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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).

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

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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

(Thin of Type Responses)											
1. Name and Address of Reporting Persor NEELS GUIDO J	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) 21 WATERWAY AVENUE, SUIT		3. Date of Earliest Transaction (Month/Day/Year) 12/29/2016						Officer (give title below) O	ther (specify bel	ow)	
(Street) THE WOODLANDS, TX 77380		4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	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)	(Instr. 8)				of (D)	Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price		(I) (Instr. 4)		

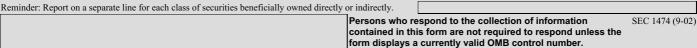


Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Num	ber	6. Date Exer	cisable and	7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	of		Expiration I	Date	Amount of		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivat	tive	(Month/Day	/Year)	Underlying		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8))	Securit	ies			Securities		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquir	ed			(Instr. 3 and	14)		Owned	Security:	(Instr. 4)
	Security					(A) or							Following	Direct (D)	
						Dispos	ed						1	or Indirect	
						of (D)							Transaction(s)	< / <	
						(Instr. 3	3, 4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
									Date		of				
				Code	V	(A)	(D)				Shares				
Stock															
Option										Common					
(right to	\$ 8.95	12/29/2016		Α		5,000		(1)	12/29/2026	Stock	5,000	\$ 0	5,000	D	
										SIOCK					
purchase)															

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NEELS GUIDO J 21 WATERWAY AVENUE SUITE 225 THE WOODLANDS, TX 77380	Х						

Signatures

/s/Guido Neels	01/03/2017	
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) Non-qualified stock option grant for service as Director on Company's Board of directors. Vesting is 100% upon the director's re-election to the Company's Board of Directors at the 2017 Annual Meeting of Shareholders.

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.