
**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): September 16, 2016

AXOGEN, INC.

(Exact name of registrant as specified in its charter)

<u>Minnesota</u> (State or other jurisdiction of incorporation)	<u>001-36046</u> (Commission File Number)	<u>41-1301878</u> (IRS Employer Identification No.)
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<u>13631 Progress Boulevard, Suite 400, Alachua, Florida</u> (Address of Principal Executive Offices)	<u>32615</u> (Zip Code)
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Registrant's telephone number, including area code

(386) 462-6800
(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 16, 2016, Joseph Mandato submitted to AxoGen, Inc. (the “Company”) his letter of resignation (the “Letter of Resignation”) as a member of the Board of Directors (the “Board”) of the Company, effective immediately. A copy of the Letter of Resignation is filed herewith as Exhibit 17.1. The Board accepted Mr. Mandato’s Letter of Resignation and thanked him for his long and valued service on the Board. The Company notes that Mr. Mandato’s resignation was not the result of any disagreement with the Company relating to the Company’s operations, policies or practices. Mr. Mandato served on the AxoGen Corporation (“AC”) board of directors from February 2006 until AC’s merger with and into the Company in September 2011, and served on the Board since such merger. Mr. Mandato has served on the Company’s Governance and Nominating Committee since December 2015.

Based on the recommendation of, and nomination by, the Company’s Governance and Nominating Committee, Amy Wendell was appointed to the Board to fill the vacancy on the Board resulting from Mr. Mandato’s resignation, effective September 16, 2016. Additionally, as a result of Mr. Mandato’s resignation, the Board reviewed the composition of its committees and determined to have Ms. Wendell appointed to the Governance and Nominating and Compensation Committee, effective September 16, 2016.

Ms. Wendell, age 55, has been a senior advisor for Perella Weinberg Partners’ (“PWP”) healthcare investment banking practice since January 2016. Her scope of responsibilities involves providing guidance and advice with respect to mergers and acquisitions and divestitures for clients, and assisting PWP in connection with firm-level transactions. Since 2015, Ms. Wendell has also been a senior advisor for McKinsey and Company’s (“McKinsey”) strategy and corporate finance practice and also serves as a member of McKinsey’s transactions advisory board to help define trends in mergers and acquisitions, as well as help shape McKinsey’s knowledge agenda. From 1986 until January 2015, Ms. Wendell held various roles of increasing responsibility at Covidien plc (“Covidien”) (including its predecessors, Tyco Healthcare and Kendall Healthcare Products), including in engineering, product management and business development. Most recently, from December 2006 until Covidien’s acquisition by Medtronic plc in January 2015, Ms. Wendell served as Covidien’s senior vice president of strategy and business development, where she managed all business development, including acquisitions, equity investments, divestitures and licensing/distribution, and led Covidien’s strategy and portfolio management initiatives. Ms. Wendell is a member of the board of directors of Ekso Bionics [OTCBB: EKSO], which develops and manufactures powered exoskeleton bionic devices that can be strapped on as wearable robots to enhance the strength, mobility, and endurance of soldiers and paraplegics. Ms. Wendell is also a director of Por Cristo, a non-profit charitable medical service organization involved in health care work for at-risk women and children in Latin America. Ms. Wendell holds a Bachelor of Science degree in mechanical engineering from Lawrence Institute of Technology (n/k/a Lawrence Technological University) and a Master of Science degree in biomedical engineering from the University of Illinois.

The Company believes Ms. Wendell has the requisite qualifications, skills and perspectives to be a valuable member of the Board based on, among other things, her broad healthcare management and governance experience, and her knowledge of healthcare policy and regulation, patient care delivery and financing, as well as her knowledge of clinical research and medical technology assessment.

There is no arrangement or understanding between Ms. Wendell and any other person pursuant to which Ms. Wendell was appointed as a director of the Company. There are no transactions in which Ms. Wendell has an interest requiring disclosure under Item 404(a) of Regulation S-K. Ms. Wendell will receive the director compensation that is awarded to all non-employee directors for their service on the Board and the Governance and Nominating Committee.

On September 19, 2016, the Company issued a press release announcing Mr. Mandato's resignation from, and Ms. Wendell's appointment to, the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 17.1 Letter of Resignation of Joseph Mandato, filed herewith.
 - 99.1 Press Release, dated September 19, 2016.
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SIGNATURE

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.

AXOGEN, INC.

By: /s/ Gregory G. Freitag

Gregory G. Freitag

General Counsel and SVP Business

Development

Date: September 19, 2016

Joe Mandato
765 Market Street, #29D
San Francisco 94103

To: Jamie Grooms – Chairman of the Board - Axogen, Inc.
From: Joe Mandato
Date: 9-16-2016
Subject: Resignation

Please be advised that I hereby resign from the board of directors effective September 16, 2016. My decision is not the result of any disagreement with AxoGen relating to its operations, policies or practices. I have enjoyed a long relationship with AxoGen and look forward to continue to watch its success. It has been a pleasure to work with the company, its management team and its board of directors.

Sincerely,
/s/Joe Mandato

Joe Mandato

CC: Dr. Mark Gold, Greg Freitag, Karen Zaderej



AxoGen, Inc. Appoints Amy Wendell to Board of Directors

Former Covidien Senior Executive Brings More Than 30 Years of Experience to AxoGen Board

ALACHUA, FL – September 19, 2016 – AxoGen, Inc. (NASDAQ: AXGN), a global leader in innovative surgical solutions for peripheral nerve injuries, today announced the election of Amy Wendell to its Board of Directors effective September 16, 2016. Ms. Wendell was also appointed to the Company's Compensation and Governance Committees.

"Amy brings a wealth of proven healthcare experience in market and technology development as well as operating leadership," commented Karen Zaderej, President and Chief Executive Officer. "I am delighted Amy is joining the AxoGen Board of Directors and look forward to her partnership as we continue to develop the peripheral nerve repair market and AxoGen products become the preeminent choice of surgeons."

Most recently, Amy Wendell served as Covidien's Senior Vice President of Strategy and Business Development where she led the company's strategic planning and portfolio management functions, including licensing, distribution and market intelligence. Ms. Wendell joined Covidien, formerly known as Tyco Healthcare/Kendall, in 1986 and she held roles of increasing responsibility up through its acquisition by Medtronic (NYSE: MDT) in January 2015. Since 2015, Ms. Wendell has been a Senior Advisor for McKinsey's Strategy and Corporate Finance Practice and also serves as a member of McKinsey's Transactions Advisory Board. Since January 2016, Ms. Wendell has also been a Senior Advisor for Perella Weinberg Partners' Healthcare Investment Banking Practice. Ms. Wendell is also a member of the board of directors of Ekso Bionics (NASDAQ: EKSO), and Por Cristo, a non-profit organization. Ms. Wendell holds a Bachelor of Science degree in Mechanical Engineering from Lawrence Technological University and a Master of Science degree in Biomedical Engineering from the University of Illinois.

"I am honored to join the AxoGen board at such an exciting time in its history and I look forward to contributing to the continued expansion of the business." said Ms. Wendell. "AxoGen has built an impressive team and has a tremendous opportunity to drive greater awareness and improved solutions for patients faced with potentially debilitating nerve injuries."

Ms. Wendell has been elected to the board following the resignation of Joe Mandato from the Company's board of directors, which is also effective September 16, 2016.

"On behalf of our board of directors, I want thank Joe for his 10 years of service and contributions to AxoGen," commented Ms. Zaderej. "Joe's guidance - from AxoGen's initial funding to our current position of growth - has been invaluable in helping AxoGen become a global leader in peripheral nerve repair."

About AxoGen, Inc.

AxoGen (AXGN) is a global leader in innovative surgical solutions for peripheral nerve injuries. AxoGen's portfolio of products includes Avance® Nerve Graft, an off-the-shelf processed human nerve allograft for bridging severed nerves without the comorbidities associated with a second surgical site, AxoGuard® Nerve Connector, a porcine submucosa extracellular matrix ("ECM") coaptation aid for tensionless repair of severed nerves, and AxoGuard® Nerve Protector, a porcine submucosa ECM product used to wrap and protect injured peripheral nerves and reinforce the nerve reconstruction while preventing soft tissue attachments. Along with these core surgical products, AxoGen also offers AxoTouch™ Two-Point Discriminator and AcroVal™ Neurosensory & Motor Testing System. These evaluation and measurement tools assist healthcare professionals in detecting changes in sensation, assessing return of sensory, grip and pinch function, evaluating effective treatment interventions, and providing feedback to patients on nerve function. The AxoGen portfolio of products is available in the United States, Canada, the United Kingdom and several European and international countries.

Cautionary Statements Concerning Forward-Looking Statements

This Press Release contains "forward-looking" statements as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations or predictions of future conditions, events or results based on various assumptions and management's estimates of trends and economic factors in the markets in which we are active, as well as our business plans. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "projects", "forecasts", "continue", "may", "should", "will" variations of such words and similar expressions are intended to identify such forward-looking statements. The forward-looking statements may include, without limitation, statements regarding our growth, our 2016 guidance, product development, product potential, financial performance, sales growth, product adoption, market awareness of our products, data validation, our visibility at and sponsorship of conferences and educational events. The forward-looking statements are subject to risks and uncertainties, which may cause results to differ materially from those set forth in the statements. Forward-looking statements in this release should be evaluated together with the many uncertainties that affect AxoGen's business and its market, particularly those discussed in the risk factors and cautionary statements in AxoGen's filings with the Securities and Exchange Commission. Forward-looking statements are not guarantees of future performance, and actual results may differ materially from those projected. The forward-looking statements are representative only as of the date they are made, and, except as required by law, AxoGen assumes no responsibility to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Source: AxoGen, Inc.

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