
**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): February 26, 2021 (February 22, 2021)

AXOGEN, INC.
(Exact Name of Registrant as Specified in Charter)

Minnesota
(State or Other Jurisdiction of
Incorporation or Organization)

001-36046
(Commission File Number)

41-1301878
(I.R.S. Employer Identification No.)

13631 Progress Boulevard, Suite 400 Alachua, Florida
(Address of principal executive offices)

32615
(Zip Code)

(386) 462-6800
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.01 par value	AXGN	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.01. Entry into a Material Definitive Agreement

On February 22, 2021, Axogen Corporation (“AC”), a wholly owned subsidiary of Axogen, Inc., entered into the Seventh Amendment to License and Services Agreement (the “Amendment”) with Community Blood Center (d/b/a Community Tissues Services) (“CTS”). The Amendment further amends the terms of the August 2015 License and Services Agreement between AC and CTS (the “Agreement”), pursuant to which AC processes and packages two of its products at CTS’s FDA registered tissue establishment, and CTS provides services in support of AC’s manufacturing such as routine sterilization of daily supplies, providing disposable supplies, microbial services and office support.

The Amendment extends the term of the Agreement until December 31, 2023, unless the Agreement is otherwise terminated pursuant to its terms.

The foregoing summary of the material terms of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 10.1 and incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	<u>Seventh Amendment to License and Services Agreement, dated as of February 22, 2021, by and between Axogen Corporation and Community Blood Center (d/b/a Community Tissues Services).</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AXOGEN, INC.

Date: February 26, 2021

By: /s/ Brad Ottinger

Brad Ottinger

General Counsel and Chief Compliance Officer

**SEVENTH AMENDMENT TO
LICENSE AND SERVICES AGREEMENT**

This Seventh Amendment to License and Services Agreement (this “Seventh Amendment”) is effective as of the last date of signature below (the “Seventh Amendment Effective Date”) by and between Axogen Corporation, a Delaware corporation (“Licensee”) and Community Blood Center (d/b/a Community Tissue Services), an Ohio corporation (“Licensor”). Capitalized terms not otherwise defined in this Seventh Amendment shall have the meaning as set forth in the Agreement (defined below).

WHEREAS, on or about August 6, 2015 the parties entered into that certain License and Services Agreement, as amended effective September 11, 2015 (“First Amendment”), May 12, 2017 (“Second Amendment”), May 19, 2017 (“Third Amendment”), February 22, 2019 (“Fourth Amendment”), June 1, 2019 (“Fifth Amendment”), and April 22, 2020 (“Sixth Amendment”) (collectively, the “Agreement”); and

WHEREAS, the parties desire to modify certain terms and conditions of the Agreement as more fully set forth below.

NOW, THEREFORE, in consideration of the mutual promises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Licensor and Licensee intending to be legally bound agree as follows:

1. **Term Extension.** Section 12.01 of the Agreement is hereby deleted in its entirety and replaces with the following:
“12.01 Term. Unless otherwise terminated pursuant to the terms of this Agreement, the License granted hereunder shall commence on the Occupancy Date and shall end on December 31, 2023.”
2. **Full Force and Effect.** With the modifications set forth in this Seventh Amendment, the Agreement remains in full force and effect.
3. **Miscellaneous:** This Seventh Amendment may be executed in one or more counterparts, each of which shall be deemed an original of this Seventh Amendment and all of which, when taken together, shall be deemed to constitute one and the same valid and binding Seventh Amendment. This Seventh Amendment may be transmitted by facsimile or in .pdf electronic format, and it is the intent of the parties that any signature printed by a receiving facsimile machine or computer system to be deemed an original signature.

IN WITNESS WHEREOF, the parties hereto have duly executed this Seventh Amendment as of the Seventh Amendment Effective Date.

COMMUNITY BLOOD CENTER
D/B/A COMMUNITY TISSUE SERVICES

AXOGEN CORPORATION

By: /s/ Diane Wilson
Name: Diane Wilson
Title: Chief Operating Officer
Date: 02/19/2021

By: /s/ Karen Zaderej
Name: Karen Zaderej
Title: CEO & President
Date: 02/22/2021