

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): July 19, 2021 (July 16, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**(d) Election of New Director.**

On July 16, 2021, the board of directors (the “Board”) of Axogen, Inc. (the “Company”) increased the size of the Board from eight to nine members, and appointed John Johnson as a new director, effective July 19, 2021. Mr. Johnson will serve on the Nominating, Governance and Sustainability Committee and the Science and Technology Committee.

John Johnson has been the Chief Executive Officer of Strongbridge Biopharma plc. (NASDAQ: SBBP), a company focused on building a portfolio of vertical, therapeutically-aligned rare disease franchises, since July 2020. Mr. Johnson previously served as the Chief Executive Officer of Melinta Therapeutics, a commercial stage company developing and commercializing novel antibiotics, from 2018 until 2020. He served as Chairman and Chief Executive Officer of Dendreon Corporation. Mr. Johnson previously held various senior positions with Eli Lilly & Company, ImClone Systems, Inc., Johnson & Johnson, and Centocor Ortho Biotech. He currently serves on the board of directors of Strongbridge Biopharma, Verastem Oncology (NASDAQ: VSTM), and BioAgilytix (Private). Mr. Johnson received his Bachelor of Science degree from East Stroudsburg University of Pennsylvania.

Commensurate with the Company’s director compensation policy, as a director, Mr. Johnson will receive a quarterly cash retainer of \$10,000 and a quarterly cash retainer of \$1,250 for his service on the Governance, Nominating and Sustainability Committee. Mr. Johnson will also receive a quarterly cash retainer of \$1,250 for his service on the Science and Technology Committee. In addition, Mr. Johnson, commensurate with the Company’s director compensation policy, will receive a non-qualified stock option grant to purchase shares of the Company’s common stock with an equity value of \$275,000 based upon, and at an exercise price equal to, the fair market value of our shares of common stock on July 19, 2021, which will vest in three equal annual installments with the first vesting date occurring on July 19, 2022. Each calendar year the day after election or re-election at the annual meeting of shareholders, Mr. Johnson will receive an annual stock option grant to purchase shares of common stock with an equity value of \$120,000 based upon, and at an exercise price equal to, the fair market value of our shares of common stock on the date of grant and will vest one year from the anniversary of the date of the grant. Such stock options are for a term of ten years.

Mr. Johnson is not a party to any arrangement or understanding with any person pursuant to which he was elected a Company director; there are no family relationships between Mr. Johnson and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer; and Mr. Johnson is not a party to any transaction requiring disclosure pursuant to Item 404(a) of Regulation S-K.

**Item 7.01. Regulation FD Disclosure.**

On July 19, 2021, the Company issued a press release regarding Mr. Johnson’s appointment to the Board. The press release is attached hereto as Exhibit 99.1.

The information in Item 7.01 of this Current Report on Form 8-K, as well as Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Axogen, Inc. Press Release, dated July 19, 2021.</a>
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: July 19, 2021

By: /s/ Brad Ottinger

Brad Ottinger

General Counsel and Chief Compliance Officer



## **Axogen, Inc. Appoints John H. Johnson to Board of Directors**

*Global leader brings 30+ years of biopharma experience to Axogen, Inc. Board of Directors*

**ALACHUA and TAMPA, FL – July 19, 2021** –Axogen, Inc. (NASDAQ: AXGN), a global leader in developing and marketing innovative surgical solutions for damage or discontinuity to peripheral nerves, today announced that John H. Johnson has been appointed to its Board of Directors, effective July 19, 2021. Johnson will serve on both the Governance, Nominating and Sustainability Committee and the Science and Technology Committee. Johnson is a recognized leader in the biopharmaceutical industry with more than 30 years of experience in senior leadership positions, including at Johnson & Johnson, Eli Lilly & Company, ImClone, and Centocor Ortho Biotech.

“John is an excellent addition to our board and brings a unique breadth and depth of biopharmaceuticals experience in development pipeline strategy and commercial execution,” commented Karen Zadorej, chairman, CEO, and president. “John’s passion for pursuing medical solutions that improve the lives of patients makes him a natural fit for Axogen.”

Johnson currently serves as the CEO of Strongbridge Biopharma, a company focused on building a portfolio of vertical, therapeutically-aligned rare disease franchises. He previously served as the CEO of Melinta Therapeutics, a commercial-stage company developing and commercializing novel antibiotics, Dendreon Corporation, Centocor Ortho Biotech, and ImClone. He also served as President of Eli Lilly & Company’s Worldwide Oncology Unit and as Company Group Chairman, Worldwide Biopharmaceuticals for Johnson & Johnson. He currently serves on the board of directors of Strongbridge Biopharma (NASDAQ: SBBP), Verastem Oncology (NASDAQ: VSTM), and BioAgilytix (Private). He received his Bachelor of Science degree from East Stroudsburg University of Pennsylvania.

“I am honored to join the Axogen Board of Directors and work with the company’s talented team to continue bringing forward surgical solutions that address the unmet needs of an underserved patient population,” said Johnson. “Axogen is a true innovator in the industry and I look forward to supporting its ongoing work to revolutionize the science of nerve repair.”

### **About Axogen**

Axogen (AXGN) is the leading company focused specifically on the science, development, and commercialization of technologies for peripheral nerve regeneration and repair. Axogen employees are passionate about helping to restore peripheral nerve function and quality of life to patients with physical damage or transection to peripheral nerves by providing innovative, clinically proven, and economically effective repair solutions for surgeons and health care

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providers. Peripheral nerves provide the pathways for both motor and sensory signals throughout the body. Every day, people suffer traumatic injuries or undergo surgical procedures that impact the function of their peripheral nerves. Physical damage to a peripheral nerve, or the inability to properly reconnect peripheral nerves, can result in the loss of muscle or organ function, the loss of sensory feeling, or the initiation of pain.

Axogen's platform for peripheral nerve repair features a comprehensive portfolio of products, including Avance® Nerve Graft, a biologically active off-the-shelf processed human nerve allograft for bridging severed peripheral 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 peripheral nerves; Axoguard Nerve Protector®, a porcine submucosa ECM product used to wrap and protect damaged peripheral nerves and reinforce the nerve reconstruction while preventing soft tissue attachments; and Axoguard Nerve Cap®, a porcine submucosa ECM product used to protect a peripheral nerve end and separate the nerve from the surrounding environment to reduce the development of symptomatic or painful neuroma. The Axogen portfolio of products is available in the United States, Canada, the United Kingdom, South Korea, and several other European and international countries.

Contact:

Axogen, Inc.

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