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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): August 15, 2023**

**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. ☐

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On August 15, 2023, the Axogen, Inc. (the “Company”) held its 2023 annual meeting of shareholders (the “Annual Meeting”), at which a total of 35,078,107 shares of common stock of the Company, out of a total 42,915,153 shares of common stock outstanding and entitled to vote as of June 27, 2023, the record date, were present in person or represented by proxies. The Company’s shareholders voted on six proposals at the Annual Meeting. The proposals are described in detail in the proxy statement for the Annual Meeting that the Company filed with the Securities and Exchange Commission on July 7, 2023. The results of voting on the six proposals, including the final vote tabulations, are set forth below.

*Proposal 1: Election of Directors*

Nine directors were elected to the Company’s Board of Directors (the “Board”) to serve for a one-year term until the 2023 annual meeting of shareholders. The results of the election were as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Karen Zaderej	29,010,146	1,124,288	4,943,673
Amy Wendell	29,004,864	1,129,570	4,943,673
William Burke	28,413,152	1,721,282	4,943,673
Gregory Freitag	29,040,709	1,093,725	4,943,673
John H. Johnson	23,637,550	6,496,884	4,943,673
Alan Levine	29,215,878	918,556	4,943,673
Guido Neels	22,945,316	7,189,118	4,943,673
Paul Thomas	28,834,881	1,299,553	4,943,673
Joseph Tyndall, MD MPH, FACEP	29,410,761	723,673	4,943,673

*Proposal 2: Ratification of Appointment of Independent Auditors*

The Audit Committee’s selection of Deloitte & Touche LLP as the Company’s registered independent public accounting firm for the fiscal year ending December 31, 2023 was ratified. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
34,923,002	146,443	8,662	—

*Proposal 3: Compensation of the Named Executive Officers*

The advisory (non-binding) vote on the executive compensation of the Company’s named executive officers was approved. The results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
28,598,027	1,372,361	164,046	4,943,673

*Proposal 4: Amendment and Restatement of the Axogen, Inc. 2019 Long-Term Incentive Plan*

The Axogen, Inc. Third Amended and Restated 2019 Long-Term Incentive Plan to increase the number of shares reserved for issuance thereunder from 8,000,000 to 10,500,000 was not approved. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
11,294,448	18,612,185	227,801	4,943,673

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*Proposal 5: Amendment and Restatement of the Axogen, Inc. 2017 Employee Stock Purchase Plan*

The Axogen, Amended and Restated 2017 Employee Stock Purchase Plan to increase the number of shares reserved for issuance thereunder from 600,000 to 1,200,000 was approved. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
27,438,032	2,597,564	98,838	4,943,673

*Proposal 6: Bylaws Amendment*

The amendment to the Company's Amended and Restated Bylaws to set the range of the number of directors on the Company's Board to be between 7 to 11 members and allow the Company's Board to set the specific number of directors within the range was approved. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
34,131,162	865,249	81,696	—

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: August 18, 2023

By: /s/ Marc Began

Marc Began

Executive Vice President, General Counsel and Chief Compliance Officer