

**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): December 20, 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.

**Item 5.02.****Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 20, 2023, the board of directors (the “Board”) of Axogen, Inc. (the “Company”) increased the size of the Board from nine directors to ten directors, and appointed Kathy Weiler to fill the newly created vacancy effective December 20, 2023. Ms. Weiler was also appointed to serve on the Board’s Governance, Nominating and Sustainability Committee, and the Quality, Compliance, and Portfolio Management Committee.

Kathy Weiler, age 54, is the Executive Vice President, Chief Commercial and Growth Officer of Amwell (NYSE:AMWL) since June 2023 and oversees Amwell’s growth strategy, driving strategic initiatives and leading business development, sales and account management, commercial enablement, marketing, and strategic and channel partnership teams. Prior to Amwell, Ms. Weiler served as the Chief Consumer Officer at Optum from May 2022 to May 2023, where she led consumerism across the enterprise. Preceding her role at Optum, she was Chief Consumer Strategy Officer at UnitedHealth Group from March 2021 to May 2022 and the Chief Marketing and Experience Officer of Optum Health from April 2018 to March 2021, leading marketing efforts for Optum Care and Optum’s Population Health Solutions, Complex Care Management, Medical Benefits Management, Behavioral Health, Prevention and Financial Services businesses. From May 2017 to April 2018 she served as the Chief Marketing and Digital Officer of DaVita Medical Group, which was acquired by Optum. Ms. Weiler also served as Chief Marketing and Product Officer at Blue Cross and Blue Shield of Massachusetts from February 2016 to October 2016, where she drove strategic growth and retention business objectives. Ms. Weiler spent her earlier career with multiple financial services organizations. She was Chief Marketing Officer of Fidelity Investments FAS business and held senior marketing leadership roles at BNY Mellon/Pershing and The Hartford. Ms. Weiler holds a B.A. from Bowdoin College and an M.A. in International Economics and Finance from Brandeis University.

Commensurate with the Company’s director compensation policy, as a director, Ms. Weiler will receive a quarterly cash retainer of \$10,000 and two quarterly cash retainers of \$1,250 for her service as a member of each of the Governance, Nominating and Sustainability Committee, and the Quality, Compliance, and Portfolio Management Committee. In addition, Ms. Weiler, 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 the Company’s shares of common stock on December 20, 2023, which will vest in three equal annual installments with the first vesting date occurring on December 20, 2024. Each calendar year, the day after election or re-election at the annual meeting of shareholders, Ms. Weiler will receive an annual equity grant valued at \$150,000 based upon, and at an exercise price equal to, the fair market value of the Company’s shares of common stock on the date of grant, which equity shall be issued as to one half of the value as a non-qualified stock option grant and the remaining half of the value as restricted stock units, which options and restricted stock units will vest one year from the anniversary of the date of the grant. Such stock options are for a term of ten years.

Ms. Weiler is not a party to any arrangement or understanding with any person pursuant to which she was elected a Company director; there are no family relationships between Ms. Weiler and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer; and Ms. Weiler 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 December 26, 2023, the Company issued a press release regarding Ms. Weiler’s appointment to the Board. A copy of 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.**

**See the Exhibit index below, which is incorporated herein by reference.**

**Exhibit No.**

**Description of Exhibit**

99.1	<a href="#">Axogen, Inc. Press Release, dated December 26, 2023</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.

Dated: December 26, 2023

By: /s/ Marc Began

Marc Began

Executive Vice President, General Counsel, and Chief Compliance Officer



## **Axogen, Inc. Appoints Kathy Weiler to its Board of Directors**

### **Weiler brings 20+ years of strategic and commercial leadership experience to the Axogen, Inc. Board of Directors**

**ALACHUA and TAMPA, FL – December 26, 2023** – Axogen, Inc. (NASDAQ: AXGN), a global leader in developing and marketing innovative surgical solutions for peripheral nerve injuries, is pleased to announce today the appointment of Mrs. Kathy Weiler to its Board of Directors, effective December 20, 2023. Weiler, a senior executive with 20+ years of experience and proven track record in driving strategic commercial initiatives, will serve on the Board's Governance, Nominating and Sustainability Committee, and the Quality, Compliance, and Portfolio Management Committee.

"I am happy to welcome Kathy to the Board as Axogen is approaching an exciting inflection point in its journey," commented Karen Zaderej, chairman, CEO, and president. "We look forward to working closely with Kathy and leveraging her extensive commercial experience to support Axogen's patient activation and commercial execution, as we drive toward being cash flow positive."

Weiler is the Executive Vice President, Chief Commercial and Growth Officer at Amwell (NYSE: AMWL). Weiler oversees the company's growth strategy, driving strategic initiatives and leading business development, sales and account management, commercial enablement, marketing, and strategic and channel partnership teams. Prior to Amwell, Weiler served as Chief Consumer Officer at Optum, where she led consumerism across the enterprise. Preceding that, she was Chief Consumer Strategy Officer at UnitedHealth Group and the Chief Marketing and Experience Officer of Optum Health, leading marketing efforts for Optum Care and Optum's Population Health Solutions, Complex Care Management, Medical Benefits Management, Behavioral Health, Prevention and Financial Services businesses. Weiler also served as Chief Marketing and Product Officer at Blue Cross and Blue Shield of Massachusetts, where she drove strategic growth and retention business objectives. Weiler spent her earlier career with multiple financial services organizations. She was Chief Marketing Officer of Fidelity Investments FAS business and held senior marketing leadership roles at BNY Mellon/Pershing and The Hartford. Weiler holds a B.A. from Bowdoin College and an M.A. in International Economics and Finance from Brandeis University.

---

"I am impressed by Axogen's unique products that restore quality of life for patients with nerve injuries," said Weiler. "I am excited to join the Board and contribute to the Company's strategic path, and it's commercial success."

### **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 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 that are used across two primary application categories: scheduled, non-trauma procedures and emergent trauma procedures. Scheduled procedures are generally characterized as those where a patient is seeking relief from conditions caused by a nerve defect or surgical procedure. These procedures include providing sensation for women seeking breast reconstruction following a mastectomy, nerve reconstruction following the surgical removal of painful neuromas, oral and maxillofacial procedures, and nerve decompression. Emergent procedures are generally characterized as procedures resulting from injuries that initially present in an ER. These procedures are typically referred to and completed by a specialist either immediately or within a few days following the initial injury.

Axogen's product portfolio includes Avance<sup>®</sup> 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<sup>®</sup>, a porcine submucosa ECM coaptation aid for tensionless repair of severed peripheral nerves; Axoguard Nerve Protector<sup>®</sup>, a porcine submucosa ECM product used to wrap and protect damaged peripheral nerves and reinforce the nerve reconstruction while preventing soft tissue attachments; Axoguard HA+ Nerve Protector<sup>™</sup>, a porcine submucosa ECM base layer coated with a proprietary hyaluronate-alginate gel, a next-generation technology designed to provide short- and long-term protection for peripheral nerve injuries; and Axoguard Nerve Cap<sup>®</sup>, 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, Germany, the United Kingdom, Spain, South Korea, and several other 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,” “goals,” and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward looking statements include the statement that Axogen is approaching an exciting inflection point in its journey and the statement about leveraging Mrs. Weiler’s extensive commercial experience to support Axogen’s patient activation and commercial execution as we drive toward being cash flow positive. Actual results or events could differ materially from those described in any forward-looking statements as a result of various factors, including, without limitation, the continued impact of COVID-19, global supply chain issues, record inflation, hospital staffing issues, product development, product potential, expected clinical enrollment timing and outcomes, regulatory process and approvals, processing facility transition timing and expense, financial performance, sales growth, surgeon and product adoption, market awareness of our products, data validation, our visibility at and sponsorship of conferences and educational events, global business disruption caused by Russia’s invasion of Ukraine and related sanctions, as well as those risk factors described under Part I, Item 1A., “Risk Factors,” of our Annual Report on Form 10-K for the most recently ended fiscal year and Part II, Item 1A., “Risk Factors,” for our Quarterly Report on Form 10-Q for the most recently ended fiscal quarter. Forward-looking statements are not a guarantee 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 applicable law, we assume no responsibility to publicly update or revise any forward-looking statements.

Contact:

Axogen, Inc.

Harold D. Tamayo, Vice President, Finance and Investor Relations

htamayo@axogeninc.com

---





