SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Scopelianos Angelo	Axogen, Inc. [AXGN]	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2024	X Officer (give title below) Other (specify below)
13631 PROGRESS BOULEVARD SUITE 400		Chief R&D Officer
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ALACHUA FL 32615		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/16/2024		M		21,281[1]	A	$0	58,250	D	
Common Stock	03/21/2024		S		5,251[2]	D	$7.68	52,999	D	
Common Stock	03/16/2024		M		4,125[1]	A	$0	57,124	D	
Common Stock	03/21/2024		S		1,020[2]	D	$7.68	56,104	D	
Common Stock	03/21/2024		M		2,500[1]	A	$0	58,604	D	
Common Stock	03/21/2024		S		610[2]	D	$7.68	57,994	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[3]	03/16/2024		M			21,281	[4]	[4]	Common Stock	21,281	$0	21,282	D	
Restricted Stock Units	[3]	03/16/2024		M			4,125	[5]	[5]	Common Stock	4,125	$0	4,125	D	
Restricted Stock Units	[3]	03/16/2024		M			2,500	[6]	[6]	Common Stock	2,500	$0	0	D	

Explanation of Responses:

1. This reflects the number of restricted stock units that became vested as of March 16, 2024.

2. Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

3. Each restricted stock unit represents a contingent right to receive one share of Axogen, Inc. common stock.

4. All shares of Axogen, Inc. common stock underlying the restricted stock units will be fully vested on March 16, 2026 (4 years from the grant date) based upon a vesting schedule whereby 50% of the aggregate shares vest on March 16, 2024 (24 months from the grant date) and an additional 25% of the aggregate shares vest each 12 months thereafter. Vested shares will be delivered to the reporting person upon the vesting date.

5. All shares of Axogen Inc. common stock underlying the restricted stock units will be fully vested on March 16, 2025 (4 years from the grant date) based upon a vesting schedule whereby 50% of the aggregate shares vest on March 16, 2023, 25% of the aggregate shares vest on March 16, 2024, and 25% of the aggregate shares vest on March 16, 2025. Vested shares will be delivered to the reporting person upon the vesting date.

6. All shares of Axogen Inc. common stock underlying the restricted stock units will be fully vested on March 16, 2024 (4 years from the grant date) based upon a vesting schedule whereby 50% of the aggregate shares vest on March 16, 2022 (24 months from the grant date) and an additional 25% of the aggregate shares vest each 12 months thereafter. Vested shares will be delivered to the reporting person upon the vesting date.

Remarks:

/s/ Angelo Scopelianos   03/25/2024
** Signature of Reporting Person   Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.