

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

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.

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)
<u>Kemp Jens</u>	<u>Axogen, Inc.</u> [<u>AXGN</u>]	Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Marketing Officer</u>
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	
<u>13631 PROGRESS BLVD.,</u>	<u>02/26/2026</u>	
<u>SUITE 400</u>		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
<u>ALACHUA FL 32615</u>		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

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	02/26/2026	02/26/2026	A		50,670 ⁽¹⁾	A	\$0	94,817 ⁽²⁾⁽³⁾	D	
Common Stock	02/26/2026	03/26/2026	F		15,414 ⁽⁴⁾	D	\$31.9	79,403	D	
Common Stock	03/01/2026	03/02/2026	F		2,952 ⁽⁵⁾	D	\$30.65	76,451	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	(6)	02/26/2026	02/26/2026	A		23,000		(7)	(7)	Common Stock	23,000	\$0	23,000	D	

Explanation of Responses:

1. This reflects the number of shares that became vested as of February 26, 2026, upon the attainment and certification of certain performance criteria.
2. The previous Form 4 filed by the Reporting Person overstated the number of shares beneficially owned by the Reporting Person by 4,003 shares of Common Stock. The amount reported herein has been corrected.
3. Includes 2,120 shares acquired under the Axogen Employee Stock Purchase Plan on December 31, 2025.
4. No shares were sold by the reporting person. The transaction disclosed represents shares of the issuer's Common Stock withheld by the issuer in payment of the withholding tax liability incurred upon the vesting of performance stock units ("PSUs").
5. No shares were sold by the reporting person. The transaction disclosed represents shares of the issuer's Common Stock withheld by the issuer in payment of the withholding tax liability incurred upon the vesting of restricted stock units ("RSUs").
6. Each restricted stock unit represents a contingent right to receive one share of Axogen, Inc. common stock.
7. All shares of Axogen Inc. common stock underlying the restricted stock units will be fully vested on February 26, 2030 (4 years from the grant date) based upon a vesting schedule whereby 50% of the aggregate shares vest on February 26, 2028 (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:

Marc Began, as attorney-in-fact for 03/02/2026
Jens Kemp

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.