

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Essex Woodlands Fund IX, L.P. (Last) (First) (Middle) 21 WATERWAY AVENUE, SUITE 225 (Street) THE WOODLANDS, TX 77380 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/26/2015	3. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,861,111	D <u>(1)</u> <u>(2)</u>	

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

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Essex Woodlands Fund IX, L.P. 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		
Essex Woodlands Fund IX-GP, L.P. 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX		X		
Essex Woodlands IX, LLC 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380		X		

Signatures

Essex Woodlands Fund IX, L.P.; By Essex Woodlands Fund IX-GP, L.P. its General Partner; By Essex Woodlands IX, LLC, its General Partner; By /s/ Martin P. Sutter, Managing Director		09/02/2015
Signature of Reporting Person		Date
Essex Woodlands IX-GP, L.P.; By: Essex Woodlands IX, LLC; By: /s/ Martin P. Sutter, Managing Director		09/02/2015
Signature of Reporting Person		Date
Essex Woodlands IX, LLC, By: /s/ Martin P. Sutter, Managing Director		09/02/2015
Signature of Reporting Person		Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 The shares are held by Essex Woodlands Fund IX, L.P. ("Fund IX"). Essex Woodlands Fund IX-GP, L.P. (the "Fund IX-GP") is the general partner of Fund IX. Essex Woodlands IX, LLC (the "General Partner") is the general partner of the Fund IX-GP. The General Partner holds sole voting and dispositive power over the shares held by Fund IX. The managers of the General Partner are Martin P. Sutter, R. Scott Barry, Ronald Eastman, Guido J. Neels (also a member of the Issuer's board of directors), Petri Vainio and Steve Wiggins (collectively, the "Managers"), and may exercise voting and investment control over the shares only by the majority action of the Managers.
- (1) Sutter, R. Scott Barry, Ronald Eastman, Guido J. Neels (also a member of the Issuer's board of directors), Petri Vainio and Steve Wiggins (collectively, the "Managers"), and may exercise voting and investment control over the shares only by the majority action of the Managers.
- (2) Each individual Manager, the Fund-IX-GP and the General Partner disclaims beneficial ownership over the shares except to the extent of his or its respective pecuniary interest therein.

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

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