

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 * Donovan Michael Patrick		2. Date of Event Requiring Statement (Month/Day/Year) 09/22/2015	3. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]	
(Last) (First) (Middle) C/O AXOGEN, INC., 13631 PROGRESS BOULEVARD, SUITE 400	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President, Operations		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street) ALACHUA, FL 32615	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)	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)

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

SEC 1473 (7-02)

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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			
Employee Stock Option (right to buy)	(1)	01/13/2018	Common Stock	4,659	\$ 0.27	D	
Employee Stock Option (right to buy)	(2)	12/16/2018	Common Stock	35,000	\$ 2.74	D	
Employee Stock Option (right to buy)		01/04/2013 01/04/2020	Common Stock	1,500	\$ 2.9	D	
Employee Stock Option (right to buy)	(3)	01/02/2021	Common Stock	5,000	\$ 4.81	D	
Employee Stock Option (right to buy)	(4)	12/29/2021	Common Stock	10,000	\$ 3.67	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Donovan Michael Patrick C/O AXOGEN, INC. 13631 PROGRESS BOULEVARD, SUITE 400 ALACHUA, FL 32615			Vice President, Operations	
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Signatures

/s/ Michael Patrick Donovan		09/24/2015
<small>**Signature of Reporting Person</small>		<small>Date</small>

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).

All shares pursuant to the employee stock option became fully vested on January 13, 2015 (4 years from the option grant date) based
(1) upon a vesting schedule whereby 25% of the aggregate shares vested on January 13, 2012 (12 months from the option grant date) and an additional 12.5% of the aggregate shares vested each 6 months thereafter.

All shares pursuant to the employee stock option will be fully vested on December 16, 2015 (4 years from the option grant date) based
(2) upon a vesting schedule whereby 25% of the aggregate shares vested on December 16, 2012 (12 months from the option grant date) and an additional 12.5% of the aggregate shares have vested or will vest each 6 months thereafter.

All shares pursuant to the employee stock option will be fully vested on January 2, 2018 (4 years from the option grant date) based upon
(3) a vesting schedule whereby 25% of the aggregate shares vested on January 2, 2015 (12 months from the option grant date) and an additional 12.5% of the aggregate shares have vested or will vest each 6 months thereafter.

All shares pursuant to the employee stock option will be fully vested on December 29, 2018 (4 years from the option grant date) based
(4) upon a vesting schedule whereby 25% of the aggregate shares will vest on December 29, 2015 (12 months from the option grant date) and an additional 12.5% of the aggregate shares will vest each 6 months thereafter.

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

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