
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AXOGEN, INC.

(Exact name of registrant as specified in its charter)

Minnesota

41-1301878

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**13631 Progress Boulevard, Suite 400
Alachua, Florida**

32615

(Address of Principal Executive Offices)

(Zip Code)

**AXOGEN, INC. SECOND AMENDED AND RESTATED
2019 LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**Brad Ottinger
General Counsel
Axogen, Inc.**

**13631 Progress Boulevard, Suite 400
Alachua, Florida 32615
(386) 462-6800**

(Name, address, telephone number, including
area code, of agent for service)

**Fahd M.T. Riaz, Esq.
DLA Piper LLP (US)
1650 Market Street, Suite 4900
Philadelphia, Pennsylvania 19103
(215) 656 3300**

(Copy to)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement relates solely to the registration of an additional 2,500,000 shares of Axogen, Inc. (the "Registrant") common stock that became available for issuance pursuant to the Axogen, Inc. Second Amended and Restated 2019 Long-Term Incentive Plan and for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of (i) the registration statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "Commission") on [August 22, 2019](#) (Registration No. 333-233416) and (ii) the registration statement on Form S-8 filed by the Registrant with the Commission on [May 11, 2021](#) (Registration No. 333-255992).

Item 8. Exhibits

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	Registration Rights Agreement, dated as of August 26, 2015, between the Company and EW Healthcare Partners L.P., formerly named Essex Woodlands Fund IX, L.P. (incorporated by reference to Exhibit 4.2 to the annual report on Form 10-K filed on February 28, 2018).
5.1	Opinion of DLA Piper LLP †
23.1	Consent of DLA Piper LLP (contained in Exhibit 5.1). †
23.2	Consent of Deloitte & Touche LLP, the Registrant's Independent Registered Public Accounting Firm (filed herewith). †
24.1	Power of Attorney (included on signature page to this Registration Statement).
99.1	Axogen, Inc. Second Amended and Restated 2019 Long-Term Incentive Plan (incorporated by reference from Appendix A of the Registrant's Proxy Statement on DEF14A dated April 14, 2022 (No. 001-36046)).
107	Filing Fee Table. †

† Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Alachua, State of Florida, on May 31, 2022.

Axogen, Inc.

By: /s/ Karen Zaderej

Name: Karen Zaderej

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Karen Zaderej, Peter J. Mariani and Brad Ottinger his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this Registration Statement on Form S-8 (including, without limitation, any additional registration statement filed pursuant to Rule 462 under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Karen Zaderej</u> Karen Zaderej	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)	May 31, 2022
<u>/s/ Peter J. Mariani</u> Peter J. Mariani	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 31, 2022
<u>/s/ Gregory G. Freitag</u> Gregory G. Freitag	Director	May 31, 2022
<u>/s/ Dr. Mark Gold</u> Dr. Mark Gold	Director	May 31, 2022
<u>/s/ John H. Johnson</u> John H. Johnson	Director	May 31, 2022
<u>/s/ Alan M. Levine</u> Alan M. Levine	Director	May 31, 2022
<u>/s/ Guido J. Neels</u> Guido J. Neels	Director	May 31, 2022
<u>/s/ Paul G. Thomas</u> Paul G. Thomas	Director	May 31, 2022
<u>/s/ Amy Wendell</u> Amy Wendell	Director	May 31, 2022



DLA Piper LLP (US)
One Liberty Place
1650 Market Street, Suite 5000
Philadelphia, PA 19103-7300
www.dlapiper.com

May 31, 2022

Axogen, Inc.
13631 Progress Boulevard, Suite 400
Alachua, Florida 32615

RE: Axogen, Inc. - Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Axogen, Inc., a Minnesota corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the registration of 2,500,000 shares (the "Plan Shares") of the Company's common stock, par value \$0.01 per share, issuable under the Axogen, Inc. Second Amended and Restated 2019 Long-Term Incentive Plan (the "Second A&R Long-Term Incentive Plan"), as referenced in the Registration Statement.

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction as being true copies, of the Amended and Restated Articles of Incorporation of the Company, as filed with the Secretary of State of the State of Minnesota, and the Amended and Restated Bylaws of the Company, and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Plan Shares have been duly authorized and, when and to the extent issued in accordance with the terms of the Second A&R Long-Term Incentive Plan and any award agreement entered into under the Second A&R Long-Term Incentive Plan, the Plan Shares will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the laws of the State of Minnesota.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the U.S. Securities and Exchange Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent change if applicable.

Very truly yours,
/s/ DLA Piper LLP (US)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 25, 2022, relating to the financial statements of Axogen, Inc. and the effectiveness of Axogen, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Axogen, Inc. for the year ended December 31, 2021.

/s/ DELOITTE & TOUCHE LLP
Miami, Florida
May 31, 2022

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Axogen, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other(3)	2,500,000(2)	\$ 9.12	\$ 22,800,000	.0000927	\$ 2,113.56
Total Offering Amounts					\$ 22,800,000		\$ 2,113.56
Total Fee Offsets							—
Net Fee Due							\$ 2,113.56

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.01 par value (the “Common Stock”) of Axogen, Inc. (the “Registrant”), which become issuable under the Axogen, Inc. Second Amended and Restated 2019 Long-Term Incentive Plan (the “Second Amended 2019 Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents an additional 2,500,000 shares of Common Stock of the Registrant issuable under the Second Amended 2019 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices of the Common Stock as reported on The Nasdaq Capital Market on May 25, 2022, which was \$9.12 per share.