

FORM 4

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

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

STATEMENT OF CHANGES IN 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 * Grooms Jamie Mark	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) 13631 PROGRESS BOULEVARD, SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2017	
(Street) ALACHUA, FL 32615	4. If Amendment, Date Original Filed(Month/Day/Year) 12/08/2017	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 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	12/06/2017		S		21,290 (6)	D	\$ 26.22 (1)	344,317 (2)	D	
Common Stock	12/07/2017		S		33,500 (7)	D	\$ 26.47 (3) (7)	310,817 (2) (7)	D	
Common Stock	12/08/2017		S		31,805	D	\$ 26.37 (4)	279,012 (5) (7)	D	

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grooms Jamie Mark 13631 PROGRESS BOULEVARD SUITE 400 ALACHUA, FL 32615	X			

Signatures

/s/Jamie Grooms		12/13/2017
**Signature of Reporting Person		Date

Explanation of Responses:

* 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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$27.00. The reporting person undertakes to

(1) provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(2) These shares of common stock include 132,883 shares held by the Jamie Grooms Trust, of which Mr. Grooms is the trustee.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.95. The reporting person undertakes to

(3) provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.15 to \$26.70. The reporting person undertakes to

(4) provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(5) These shares of common stock include 108,883 shares held by the Jamie Grooms Trust, of which Mr. Grooms is the trustee.

(6) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 20, 2017.

(7) Amended as a result of 2,300 shares sold on December 7, 2017 inadvertently not being disclosed. Such December 7, 2017 transaction has been revised resulting in a change in the aggregate number of shares sold and the weighted average sale price for such day, along with change in holdings after the December 7 and 8, 2017 transactions.

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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