

## FORM 4

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

## OMB APPROVAL

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## 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

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

(Print or Type Responses)

|  |   |  |                                   |  |  |   |  |
|--|---|--|-----------------------------------|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>Gingrich Jon S. |   | 2. Issuer Name and Ticker or Trading Symbol<br>AxoGen, Inc. [AXGN]               |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br>X Officer (give title below) _____ Other (specify below) _____<br>Chief Commercial Officer |  |   |  |
| (Last) (First) (Middle)<br>13631 PROGRESS BLVD., SUITE 400   |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/18/2017                   |                                   |  |  |   |  |
| (Street)<br>ALACHUA, FL 32615                                |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>X Form filed by One Reporting Person<br>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<br>(Instr. 3)                           | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|  |   |  | Code V                            | Amount (A) or (D) Price  |  |   |  |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|
|   |  |   |   | Code V                            | (A) (D)  | Date Exercisable Expiration Date                            | Title Amount or Number of Shares                                 |   |   |   |   |
| Employee Stock Option (right to purchase)     | \$ 27  | 12/18/2017                              |   | A                                 | 32,600   | (1) 12/18/2027  | Common Stock 32,600  | \$ 0  | 32,600  | D   |   |
| Restricted Stock Units                        | (2)  | 12/18/2017                              |   | A                                 | 5,500  | (3) (3)   | Common Stock 5,500   | \$ 0  | 5,500   | D   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Gingrich Jon S.<br>13631 PROGRESS BLVD.<br>SUITE 400<br>ALACHUA, FL 32615 |               |           | Chief Commercial Officer |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/Jon Gingrich               | 12/20/2017 |
| 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).

(1) schedule whereby 50% of the aggregate shares vest on December 18, 2019 (24 months from the option grant date) and an additional 12.5% of the aggregate shares vest each 6 months thereafter.

(2) Each restricted stock unit represents a contingent right to receive one share of AxoGen, Inc. common stock.

All shares of AxoGen Inc. common stock underlying the restricted stock Units will be fully vested on December 18, 2021 (4 years from the grant date) based upon a vesting schedule

(3) whereby 50% of the aggregate shares vest on December 18, 2019 (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.

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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