FORM 4

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

OMB APPROVAL				
DMB Number:	3235-0	287		
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ours per response	э	0.5		

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

of Reporting Perso WN F	on *	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]			5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
BOULEVARI	D, SUITE 400	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2018				X Officer (give title below) Other (specify below) SVP Sales						
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(State)	(Zip)	Tai	ble I - Non	-Deri	ivative S	ecurities .	Acquir	ed, Dispo	osed of, or I	Beneficially	Owned	
tle of Security 2. Transaction Date (Month/Day/Year)		any	Code (Instr. 8)				of (D)	Beneficially Owned Following Reported Transaction(s)		Following n(s)	Ownership of Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D) I		(Instr. 3 a	, , ,		or Indirect (I)	Ownership (Instr. 4)
05	5/16/2018		S		10,000			33,057			D	
separate line for o	each class of secu	urities beneficially		Pers cont	sons wh	n this for	rm are	not req	uired to re	spond unle	ess	EC 1474 (9- 02)
	Table II - I	Derivative Securit	ies Acquir	ed, Di	isposed (of, or Ben	eficiall	ly Owned	l			
	(4	e.g., puts, calls, wa	•	tions,	, convert	tible secu	rities)					
3. Transaction Date (Month/Day/Ye	3A. Deemed Execution Da	e.g., puts, calls, wa 4. Transaction Code Year) (Instr. 8)	5. Number	r 6. D and (Mo	Date Exer Expiration	cisable on Date	7. Tit Amor Unde Secur	tle and ount of erlying rities r. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form of Derivati Security Direct (I or Indire	Ownership (Instr. 4)
	WN F (First) BOULEVARI (Street) 615 (State) 2. Do (N	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) 615 (State) (Zip) 2. Transaction Date (Month/Day/Year) 05/16/2018 separate line for each class of secu	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date (Street) 2. Transaction Date (Street) 2. Transaction Date (Street) 3. Date of Earliest (05/16/2018 4. If Amendment, 2A. Deemed Execution Date, if any (Month/Day/Year)	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (Street) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (AxoGen, Inc. [AXGN] 3. Date of Earliest Transaction 05/16/2018 4. If Amendment, Date Original Street I - Non 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8) Code 05/16/2018 S separate line for each class of securities beneficially owned dire	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (Street) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) (A. If Amendment, Date Original Formula of Execution Date of Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code of Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code of Instr. 8) (Code of Instr. 8)	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (Street) AxoGen, Inc. [AXGN] 3. Date of Earliest Transaction (Month/Day 05/16/2018 4. If Amendment, Date Original Filed(Mont 15) (State) (Zip) Table I - Non-Derivative S 2A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Code V Amount 10,000 separate line for each class of securities beneficially owned directly or Persons whe contained in the form distance in the form	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 05/16/2018 S 10,000 D 43 Exercities beneficially owned directly or Persons who respondent of the form displays a series of the form display a series of the form d	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (Street) (Street) (State) (Zip) (Zip) (Month/Day/Year) (A) (A) (Code (V Amount (D) (D) (D) (A) (A) (A) (A) (A)	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Strate) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 a) (Instr. 3, 4 and 5) (Instr. 3 a) (I	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (Street) (State) (Zip) (Zip) (A) (Month/Day/Year) (A) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) (Code (Month/Day/Year) (A) (Code (Month/Day/Year) (A) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Street) (A) (B) (Che Director X Officer (give title beloe) (A) (A) (B) (Che Director X Officer (give title beloe) (A) (A) (B) (B) (Che Director X Officer (give title beloe) (A) (A) (B) (Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (State) (Zip) Table I - Non-Derivative Securities Acquired, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Or Disposed of (D) Reported Transaction(S) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3)	WN F (First) (Middle) BOULEVARD, SUITE 400 (Street) (State) (Zip) Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 4) (D) Price (Code (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)

Reporting Owners

Describes Occasion Name / Additions	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MCCARREY SHAWN F 13631 PROGRESS BOULEVARD SUITE 400 ALACHUA, FL 32615			SVP Sales			

Signatures

/s/Shawn McCarrey	05/17/2018
**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 \$42.95 to \$43.95. 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.

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.