

# 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* <b>NEELS GUIDO J</b>			2. Issuer Name and Ticker or Trading Symbol <b>Axogen, Inc. [AXGN]</b>			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)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/01/2020</b>						
21 WATERWAY AVENUE, SUITE 225									
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) <b>06/03/2020</b>			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			
THE WOODLANDS, TX 77380									
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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)			

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$ 9.72	06/01/2020		A	12,605 (3)	(1)	06/01/2030	Common Stock	12,605 (3)	\$ 0	12,605 (3)	D	
Restricted Stock Units	(2)	06/01/2020		A	6,173 (3)	(1)	(1)	Common Stock	6,173 (3)	\$ 0	6,173 (3)	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEELS GUIDO J 21 WATERWAY AVENUE SUITE 225 THE WOODLANDS, TX 77380	X			

## Signatures

/s/Guido Neels	06/12/2020
<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 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).

- Annual equity grant for service as Director on the Axogen, Inc. Board of Directors. The number of shares pursuant to the equity grant is based on a \$120,000 valuation as of the grant date
- (1) and vests on June 2, 2021, one year from the anniversary of the grant date. One-half of the annual equity grant value is in the form of non-qualified stock options and one-half of the annual equity grant value is in the form of restricted stock units.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Axogen, Inc. common stock.
  - (3) The original Form 4, filed June 3, 2020, incorrectly stated the number of derivative securities (Column 5), the number of shares (Column 7) and number of derivatives securities beneficially owned following reported transaction (Column 9) for both the Stock Options and Restricted Stock Units. Footnote 1 has also been amended to reflect the accurate number of stock options and restricted stock units.

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.