SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Final Amendment)*

AXOGEN, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

05463X106 (CUSIP Number)

Martin P. Sutter EW Healthcare Partners L.P. (f/k/a Essex Woodlands Fund IX, L.P.) 21 Waterway Avenue, Suite 225 The Woodlands, Texas 77380 (281) 364-1555

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2020 (Date of Event which Requires Filing of this Statement)

| Check the appropriate box to designate the rule pursuant to which this Schedule is filed: | | | | | | |
|---|--|--|--|--|--|--|
| ☐ Rule 13d-1(b) | | | | | | |
| ⊠ Rule 13d-1(c) | | | | | | |
| ☐ Rule 13d-1(d) | | | | | | |
| | | | | | | |

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. **05463X106** Page 2 of 13 Pages

| 1 | | | TING PERSON | | |
|-----------------------------|---|------|--|--|--|
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | | |
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| | EW Healthcare | | | | |
| 2 | | | ROPRIATE BOX IF A MEMBER OF A GROUP | | |
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| 3 | SEC USE ONI | LΥ | | | |
| 4 | CITIZENSHIP | OR | PLACE OF ORGANIZATION | | |
| | | | | | |
| | Delaware | | | | |
| | | 5 | SOLE VOTING POWER | | |
| | | | | | |
| 1 | NUMBER OF | | 1,981,888 | | |
| 1 | SHARES | 6 | SHARED VOTING POWER | | |
| BI | ENEFICIALLY | | | | |
| | OWNED BY | | -0- | | |
| EACH REPORTING PERSON | | 7 | SOLE DISPOSITIVE POWER | | |
| | | | 1,001,000 | | |
| | WITH | 8 | 1,981,888 SHARED DISPOSITIVE POWER | | |
| | | δ | SHARED DISPOSITIVE POWER | | |
| | | | -0- | | |
| 9 | AGGREGATE | AM | IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | | | | | |
| | 1,981,888 | | | | |
| 10 | CHECK BOX | IF T | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | |
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| | | | | | |
| 11 | PERCENT OF | CL | ASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 4.94% | | | | |
| 12 | | OR | TING PERSON | | |
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CUSIP No. **05463X106** Page 3 of 13 Pages

| 1 | | | RTING PERSON ITIFICATION NO. OF ABOVE PERSON | | | |
|-------------------------------------|----------------------------------|------|--|--|--|--|
| | Essex Woodlands Fund IX-GP, L.P. | | | | | |
| 2 | CHECK THE (a) □ (b) | | ROPRIATE BOX IF A MEMBER OF A GROUP | | | |
| 3 | SEC USE ONI | LY | | | | |
| 4 | CITIZENSHIP | OR | PLACE OF ORGANIZATION | | | |
| | Delaware | | | | | |
| | | 5 | SOLE VOTING POWER | | | |
| , | NUMBER OF | | 1,981,888 | | | |
| 1 | SHARES | 6 | SHARED VOTING POWER | | | |
| BI | ENEFICIALLY | | | | | |
| | OWNED BY | | -0- | | | |
| EACH REPORTING PERSON WITH | | 7 | SOLE DISPOSITIVE POWER | | | |
| | | | 1,001,000 | | | |
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| 9 | AGGREGATE | E AM | IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
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| | 1,981,888 | | | | | |
| 10 | CHECK BOX | IF T | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | |
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| 11 | PERCENT OF | CL | ASS REPRESENTED BY AMOUNT IN ROW (9) | | | |
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CUSIP No. **05463X106** Page 4 of 13 Pages

| 1 | | | RTING PERSON | | | |
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| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | | | |
| | Essex Woodlands IX, LLC | | | | | |
| 2 | | | ROPRIATE BOX IF A MEMBER OF A GROUP | | | |
| | (a) (b) | | | | | |
| 3 | SEC USE ON | LY | | | | |
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| 4 | CITIZENSHIP | OR | PLACE OF ORGANIZATION | | | |
| | Delaware | | | | | |
| | | 5 | SOLE VOTING POWER | | | |
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| 1 | NUMBER OF SHARES | 6 | 1,981,888 SHARED VOTING POWER | | | |
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| EACH REPORTING PERSON | | 7 | SOLE DISPOSITIVE POWER | | | |
| | | | 1,981,888 | | | |
| | WITH | 8 | SHARED DISPOSITIVE POWER | | | |
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| 9 | AGGREGATE | EAN | IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
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| 10 | 1,981,888 | IF T | THE ACCRECATE AMOUNT IN DOW (6) EVOLVINES CERTAIN SHARES | | | |
| 10 | CHECK BOX | IF I | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | |
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| 11 | PERCENT OF | CL | ASS REPRESENTED BY AMOUNT IN ROW (9) | | | |
| | 4.94% | | | | | |
| 12 | | OR | TING PERSON | | | |
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CUSIP No. **05463X106** Page 5 of 13 Pages

| 1 | | | TING PERSON ENTIFICATION NO. OF ABOVE PERSON | | |
|-------------------------------------|------------------------|------|--|--|--|
| | | | | | |
| | Martin P. Sutte | | | | |
| 2 | | | ROPRIATE BOX IF A MEMBER OF A GROUP | | |
| | (a) (b) | × | | | |
| 3 | SEC USE ONI | LY | | | |
| 4 | CITIZENSHIP | OR | PLACE OF ORGANIZATION | | |
| | United States | | | | |
| | | 5 | SOLE VOTING POWER | | |
| N | NUMBER OF | 6 | -0- | | |
| DE | SHARES BENEFICIALLY | | SHARED VOTING POWER | | |
| | OWNED BY | | 1,981,888 | | |
| EACH REPORTING PERSON WITH | | 7 | SOLE DISPOSITIVE POWER | | |
| | | | -0- | | |
| | | 8 | SHARED DISPOSITIVE POWER | | |
| | | | 1,981,888 | | |
| 9 | AGGREGATE | AM | IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1,981,888 | | | | |
| 10 | CHECK BOX | IF T | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | |
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| 11 | PERCENT OF | CLA | ASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 4.94% | | | | |
| 12 | TYPE OF REP | ORT | TING PERSON | | |
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| | IN | | | | |

CUSIP No. **05463X106** Page 6 of 13 Pages

| 1 | | | CTING PERSON ENTIFICATION NO. OF ABOVE PERSON |
|-----------------------------|-------------------------|------|---|
| | R. Scott Barry | | |
| 2 | | | ROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) (b) | × | |
| 3 | SEC USE ONI | LY | |
| 4 | CITIZENSHIP | OR | PLACE OF ORGANIZATION |
| | United States | | |
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| 1 | NUMBER OF SHARES | 6 | SHARED VOTING POWER |
| | ENEFICIALLY OWNED BY | | 1,981,888 |
| | EACH | | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | | | -0- |
| | | 8 | SHARED DISPOSITIVE POWER |
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| 9 | ACCRECATE | | 1,981,888 IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | AUGKEGATE | AlVi | IOUNI DENEFICIALLI OWNED DI EACH REFORTINO FERSON |
| | 1,981,888 | | |
| 10 | CHECK BOX | IF T | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
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| 11 | | CLA | ASS REPRESENTED BY AMOUNT IN ROW (9) |
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| 12 | 4.94% TYPE OF REP | ORT | TING PERSON |
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CUSIP No. 05463X106 Page 7 of 13 Pages

| 1 | NAME OF RE | POR | RTING PERSON | | | |
|-----------------------------|---|-------|---|--|--|--|
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | | | | | |
| | | | | | | |
| 2 | Ronald Eastma | | ROPRIATE BOX IF A MEMBER OF A GROUP | | | |
| | (a) □ (b) | | ROPKIATE BOX IF A MEMBER OF A GROUP | | | |
| | (4) — (4) | | | | | |
| 3 | SEC USE ONI | LY | | | | |
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| 4 | CITIZENSHIP | OR | PLACE OF ORGANIZATION | | | |
| | ** ** ** ** | | | | | |
| | United States | 5 | SOLE VOTING POWER | | | |
| | | 3 | SOLE VOTING POWER | | | |
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| 1 | NUMBER OF SHARES | 6 | SHARED VOTING POWER | | | |
| BI | ENEFICIALLY | | | | | |
| | OWNED BY | | 1,981,888 | | | |
| EACH REPORTING PERSON | | 7 | SOLE DISPOSITIVE POWER | | | |
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| | WITH | 8 | SHARED DISPOSITIVE POWER | | | |
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| | | | 1,981,888 | | | |
| 9 | AGGREGATE | E AM | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
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| 10 | 1,981,888 | IF T | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | |
| 10 | CHECK BOX | 11 1 | TIL AGORLOATE AMOONT IN NOW (7) EACLODES CERTAIN SHARES | | | |
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| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
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| 10 | 4.94% | NO D. | TING DEDGOM | | | |
| 12 | TYPE OF REF | OK. | TING PERSON | | | |
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CUSIP No. 05463X106 Page 8 of 13 Pages

| 1 | | | RTING PERSON ITIFICATION NO. OF ABOVE PERSON | | | |
|-------------------------------------|---|------|--|--|--|--|
| | Petri Vainio | | | | | |
| 2 | 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □ (b) ⊠ | | | | | |
| 3 | SEC USE ONI | LY | | | | |
| 4 | | OR | PLACE OF ORGANIZATION | | | |
| | United States | _ | | | | |
| | | 5 | SOLE VOTING POWER | | | |
| 1 | NUMBER OF | 6 | -0- SHARED VOTING POWER | | | |
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| | ENEFICIALLY OWNED BY | | 1,981,888 | | | |
| EACH REPORTING PERSON WITH | | 7 | SOLE DISPOSITIVE POWER | | | |
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| | | 8 | SHARED DISPOSITIVE POWER | | | |
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| 9 | AGGREGATE | AM | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
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| 11 | PERCENT OF | CL | ASS REPRESENTED BY AMOUNT IN ROW (9) | | | |
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ORIGINAL REPORT ON SCHEDULE 13G

Item 1.

(a) Name of Issuer: AXOGEN, INC.

(b) Address of Issuer's Principal Executive Offices:

13631 Progress Boulevard, Suite 400

Alachua, Florida 32615

Item 2.

(a) Name of Person Filing: This Schedule 13G is being filed jointly by EW Healthcare Partners L.P., a Delaware limited partnership (**Essex IX Fund**"), Essex Woodlands Fund IX-GP, L.P., a Delaware limited partnership (the "**Essex IX Fund GP**"), Essex Woodlands IX, LLC, a Delaware limited liability company ("**Essex IX General Partner**"), Martin P. Sutter, an individual, R. Scott Barry, an individual, Ronald Eastman, an individual and Petri Vainio, an individual (each a "**Manager**", collectively, the "**Managers**", and together with the Essex IX Fund, Essex IX Fund GP and the Essex IX General Partner, the "**Reporting Persons**").

- (b) Address of Principal Business Office: The address of the principal business of each of the Reporting Persons is 21 Waterway, Suite 225, The Woodlands, Texas 77380.
- (c) Citizenship: (i) EW Healthcare Partners L.P. is a Delaware limited partnership; (ii) Essex Woodlands FundIX-GP, L.P. is a Delaware limited partnership; (iii) Essex Woodlands IX, LLC is a Delaware limited liability company; (iv) Martin P. Sutter, R. Scott Barry, Ronald Eastman and Petri Vainio are all individuals who are citizens of the United States.
 - (d) Title and Class of Securities: Common Stock
 - (e) CUSIP Number: 05463X106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

| (a) | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
|-----|--|
| (b) | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | $Investment\ company\ registered\ under\ section\ 8\ of\ the\ Investment\ Company\ Act\ of\ 1940\ (15\ U.S.C.\ 80a\ 8).$ |
| (e) | An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E); |
| (f) | An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F); |
| (g) | A parent holding company or control person in accordance with § 240.13d- 1(b)(1)(ii)(G); |

| (h) | (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); | | | | | | | | | |
|------------|--|---|--|--|--|--|--|--|--|--|
| (i) | | A church plan that is excluded from the definition of an investment company under section $3(c)(14)$ of the Investment Company Act of 1940 (15 U.S.C. 80a 3); | | | | | | | | |
| (j) | | Group, in accordance with § 240.13d-1(b)(1)(ii)(J). | | | | | | | | |
| Item 4. Ov | vnersh | ip. | | | | | | | | |
| Prov | Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. | | | | | | | | | |
| (a) A | (a) Amount Beneficially Owned. | | | | | | | | | |
| | For each of Essex IX Fund, the Essex IX Fund GP and the Essex IX General Partner, 1,981,888. For each of the Managers, 1,981,888 shares. | | | | | | | | | |
| (b) P | (b) Percent of Class. | | | | | | | | | |
| | The following percentages are calculated based on 40,126,253 shares Common Stock outstanding on October 27, 2020, as set forth in the Iss Form 10-Q filed with the Securities and Exchange Commission on October 30, 2020. | | | | | | | | | |
| | For each of Essex IX Fund, the Essex IX Fund GP and the Essex IX General Partner, 4.94%. For each of the Managers, 4.94%. | | | | | | | | | |

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

For each of Essex IX Fund, the Essex IX Fund GP and the Essex IX General Partner, 1,981,888 shares.

(ii) Shared power to vote or to direct the vote:

For each of the Managers, 1,981,888 shares.

(iii) Sole power to dispose or to direct the disposition of:

For each of Essex IX Fund, the Essex IX Fund GP and the Essex IX General Partner, 1,981,888 shares.

(iv) Shared power to dispose or to direct the disposition of:

For each of the Managers, 1,981,888 shares.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following \boxtimes .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having the purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2021

EW HEALTHCARE PARTNERS L.P.

By: Essex Woodlands Fund IX-GP, L.P.,

Its General Partner

By: Essex Woodlands IX, LLC,

Its General Partner

By: /s/ Martin P. Sutter

Name: Martin P. Sutter Title: Managing Director

ESSEX WOODLANDS FUND IX-GP, L.P.

By: Essex Woodlands IX, LLC,

Its General Partner

By: /s/ Martin P. Sutter

Name: Martin P. Sutter Title: Managing Director

ESSEX WOODLANDS IX, LLC

/s/ Martin P. Sutter

Name: Martin P. Sutter Title: Managing Director

INDIVIDUALS:

/s/ Martin P. Sutter

Name: Martin P. Sutter

/s/ R. Scott Barry

Name: R. Scott Barry

/s/ Ronald Eastman

Name: Ronald Eastman

/s/ Petri Vainio

Name: Petri Vainio

Exhibit 1

JOINT FILING AGREEMENT

Each of the undersigned agrees that (i) the statement on Schedule 13G relating to the Common Stock of AxoGen, Inc., has been adopted and filed on behalf of each of them, (ii) all future amendments to such statement on Schedule 13G/A will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them, and (iii) the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934 apply to each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13G as to any of the undersigned upon such person giving written notice thereof to each of the other persons signature hereto, at the principal office thereof.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 9, 2021

| EW HE | CALTHCARE PARTNERS L.P. | INDIV | IDUALS: | |
|----------|--|-------|----------------------|--|
| By: Esse | ex Woodlands Fund IX-GP, L.P., Its General Partner | | /s/ Martin P. Sutter | |
| By: Esse | ex Woodlands IX, LLC, Its General Partner | Name: | Martin P. Sutter | |
| By: | /s/ Martin P. Sutter | | /s/ R. Scott Barry | |
| | Name: Martin P. Sutter Title: Managing Director | Name: | R. Scott Barry | |
| ESSEX | WOODLANDS FUND IX-GP, L.P. | | /s/ Ronald Eastman | |
| | | | Name: Ronald Eastman | |
| By: Esse | ex Woodlands IX, LLC, | | | |
| | Its General Partner | | /s/ Petri Vainio | |
| Ву: | /s/ Martin P. Sutter Name: Martin P. Sutter Title: Managing Director | | Name: Petri Vainio | |
| ESSEX | WOODLANDS IX, LLC | | | |
| | /s/ Martin P. Sutter | | | |
| Name: | Martin P. Sutter | | | |
| Title | Managing Director | | | |