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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K/A**  
(Amendment No. 1)

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**Current Report**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 4, 2024**

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**AXOGEN, INC.**

(Exact Name of Registrant as Specified in Charter)

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**Minnesota**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-36046**  
(Commission  
File Number)

**41-1301878**  
(I.R.S. Employer  
Identification No.)

**13631 Progress Boulevard, Suite 400 Alachua, Florida**  
(Address of principal executive offices)

**32615**  
(Zip Code)

**(386) 462-6800**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class            | Trading<br>Symbol(s) | Name of exchange<br>on which registered |
|--------------------------------|----------------------|---|
| Common Stock, \$0.01 par value | AXGN                 | The Nasdaq Stock Market                 |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Explanatory Note

This Amendment No. 1 to the Current Report on Form 8-K amends Item 5.07 of the current Report on Form 8-K filed on June 7, 2024 (the “Original Form 8-K”) solely to correct typographical errors. No other changes have been made to the Original Form 8-K.

### Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 5, 2024, the Company held the Annual Meeting, at which a total of 36,494,777 shares of common stock of the Company, out of a total 43,704,574 shares of common stock outstanding and entitled to vote as of April 19, 2024, the record date, were present in person or represented by proxies. The Company’s shareholders voted on four proposals at the Annual Meeting. The proposals are described in detail in the proxy statement for the Annual Meeting that the Company filed with the Securities and Exchange Commission on April 24, 2024. The results of voting on the four proposals, including the final vote tabulations, are set forth below.

#### *Proposal 1: Election of Directors*

Nine directors were elected to the Board to serve for a one-year term until the 2025 annual meeting of shareholders. The results of the election were as follows:

| Name                          | For        | Withheld  | Broker Non-Votes |
|-------------------------------|------------|-----------|------------------|
| Karen Zaderej                 | 28,921,209 | 3,303,256 | 4,270,312        |
| Amy Wendell                   | 25,806,366 | 6,418,099 | 4,270,312        |
| William Burke                 | 26,910,619 | 5,313,846 | 4,270,312        |
| John H. Johnson               | 26,776,603 | 5,447,862 | 4,270,312        |
| Alan Levine                   | 28,084,610 | 4,139,855 | 4,270,312        |
| Guido Neels                   | 27,010,948 | 5,213,517 | 4,270,312        |
| Paul Thomas                   | 27,737,898 | 4,486,567 | 4,270,312        |
| Joseph Tyndall, MD MPH, FACEP | 28,145,517 | 4,078,948 | 4,270,312        |
| Kathy Weiler                  | 27,471,121 | 4,753,344 | 4,270,312        |

#### *Proposal 2: Ratification of Appointment of Independent Auditors*

The Audit Committee’s selection of Deloitte & Touche LLP as the Company’s registered independent public accounting firm for the fiscal year ending December 31, 2024 was ratified. The results of the vote were as follows:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 35,220,045 | 1,254,727 | 20,005      | —                |

#### *Proposal 3: Compensation of the Named Executive Officers*

The advisory (non-binding) vote on the executive compensation of the Company’s named executive officers was approved. The results were as follows:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 22,655,899 | 9,494,316 | 74,250      | 4,270,312        |

#### *Proposal 4: Amendment and Restatement of the Axogen, Inc. 2019 Long-Term Incentive Plan*

The Axogen, Inc. Third Amended and Restated 2019 Long-Term Incentive Plan to increase the number of shares reserved for issuance thereunder from 8,000,000 to 10,500,000 was approved. The results of the vote were as follows:

| For        | Against   | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 22,846,399 | 9,336,789 | 41,277      | 4,270,312        |

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 104                | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 7, 2024

AXOGEN, INC.

By: /s/ Marc Began

Marc Began  
Executive Vice President, General Counsel and Chief Compliance  
Officer