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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**AXOGEN, INC.**

(Exact name of registrant as specified in its charter)

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**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

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

**13631 Progress Blvd., Suite 400 Alachua, Florida**  
(Address of Principal Executive Offices)

**32615**  
(Zip Code)

**AXOGEN, INC. THIRD AMENDED AND RESTATED  
2019 LONG-TERM INCENTIVE PLAN  
PERFORMANCE BASED RESTRICTED STOCK UNIT INDUCEMENT AWARDS**  
(Full title of the plan)

**Marc Began**  
**General Counsel**  
**Axogen, Inc.**  
**13631 Progress Boulevard, Suite 400**  
**Alachua, Florida 32615**  
**(386) 462-6800**  
(Name, address, telephone number, including  
area code, of agent for service)

**Jaclyn Liu, Esq.**  
**Morrison & Foerster LLP**  
**425 Market Street**  
**San Francisco, CA 94105**  
(Copy to)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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## REGISTRATION OF ADDITIONAL SECURITIES

### EXPLANATORY NOTE

Axogen, Inc. (the “Registrant”) has prepared this registration statement (this “Registration Statement”) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register: (1) 2,500,000 additional shares of common stock of the Registrant (the “Common Stock”) that became available for issuance pursuant to the Axogen, Inc. Third Amended and Restated 2019 Long-Term Incentive Plan (the “Equity Plan”) and (2) a total of up to 1,050,000 shares of Common Stock that may be issued upon the settlement of 1,050,000 performance stock units (the “Inducement PSUs”) that were granted to Michael Dale on August 9, 2024 to induce them to accept employment by the Company. The Equity Plan, including the shares of Common Stock available for issuance pursuant thereto, has been previously approved by the Registrant’s shareholders and Registration Statements of the Registrant on Form S-8 relating to the Equity Plans are effective. The Inducement PSUs were awarded outside of the Company’s stock incentive plans. The Inducement PSUs were approved by the Company’s Compensation Committee in compliance with, and in reliance on, Nasdaq Listing Rule 5635(c)(4), which exempts employee inducement grants from the general requirements of the Nasdaq Listing Rules that equity-based compensation plans and arrangements be approved by the stockholders.

### INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORMS-8

Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of (i) the registration statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on [August 22, 2019](#) (Registration No. 333-233416), (ii) the registration statement on Form S-8 filed by the Registrant with the Commission on [May 11, 2021](#) (Registration No. 333-255992), and (iii) the registration statement on Form S-8 filed by the Registrant with the Commission on [May 31, 2022](#) (Registration No. 333-265321) (collectively, the “Prior Registration Statements”). Pursuant to the Prior Registration Statements, the Registrant previously registered an aggregate of 8,000,000 shares of Common Stock under the Equity Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- a) The Company’s Annual Report on Form 10-K for its fiscal year ended December 31, 2023, filed with the Commission on [March 5, 2024](#) (Commission File No. 001-36046);
- b) The Company’s Quarterly Reports on Form 10-Q for the quarterly periods ended [March 31, 2024](#) and [June 30, 2024](#);
- c) The Company’s Current Reports on Form 8-K, filed with the Commission on [January 4, 2024](#) (Item 5.02 only), [March 8, 2024](#), [May 2, 2024](#) (Item 2.02 only), [June 7, 2024](#), and [August 9, 2024](#) and the Company’s Current Reports on Form 8-K/A, filed with the Commission on [January 5, 2024](#) and [June 10, 2024](#); and
- d) The description of the Company’s Common Stock set forth in the Registration Statement on Form 8-A12B filed with the Commission on [August 6, 2013](#) pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

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All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
5.1	<a href="#"><u>Opinion of Blue Chip Law †</u></a>
10.1*	<a href="#"><u>Axogen, Inc. Performance-Based Restricted Stock Units Notice Inducement Award Agreement, effective as of August 9, 2024, by and between the Company and Michael Dale (TSR) (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K filed on August 9, 2024).</u></a>
10.2*	<a href="#"><u>Axogen, Inc. Performance-Based Restricted Stock Units Notice Inducement Award Agreement, effective as of August 9, 2024, by and between the Company and Michael Dale (Performance) (incorporated by reference to Exhibit 10.3 to the Company's current report on Form 8-K filed on August 9, 2024).</u></a>
23.1	<a href="#"><u>Consent of Blue Chip Law (contained in Exhibit 5.1). †</u></a>
23.2	<a href="#"><u>Consent of Deloitte &amp; Touche LLP, the Registrant's Independent Registered Public Accounting Firm (filed herewith). †</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page to this Registration Statement).</u></a>
99.1	<a href="#"><u>Axogen, Inc. Third Amended and Restated 2019 Long-Term Incentive Plan (incorporated by reference from Appendix A of the Registrant's Proxy Statement on DEF14A dated April 24, 2024 (No. 001-36046)).</u></a>
107	<a href="#"><u>Filing Fee Table. †</u></a>

† Filed herewith.

\* Management contract or compensatory plan or arrangement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Alachua, State of Florida, on August 9, 2024.

### **Axogen, Inc.**

By: /s/ Michael Dale

Name: Michael Dale

Title: Chief Executive Officer, President, and Director

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Michael Dale, Nir Naor, and Marc Began, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments including post-effective amendments to this Registration Statement on Form S-8 (including, without limitation, any additional registration statement filed pursuant to Rule 462 under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact or his substitute, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on FormS-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Michael Dale</u> Michael Dale	Chief Executive Officer, President, and Director (Principal Executive Officer)	August 9, 2024
<u>/s/ Nir Naor</u> Nir Naor	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 9, 2024
<u>/s/ Amy Wendell</u> Amy Wendell	Director	August 9, 2024
<u>/s/ William Burke</u> William Burke	Director	August 9, 2024
<u>/s/ John H. Johnson</u> John H. Johnson	Director	August 9, 2024
<u>/s/ Alan M. Levine</u> Alan M. Levine	Director	August 9, 2024
<u>/s/ Guido J. Neels</u> Guido J. Neels	Director	August 9, 2024
<u>/s/ Paul Thomas</u> Paul Thomas	Director and Chairman of the Board	August 9, 2024
<u>/s/ Dr. Joseph Tyndall</u> Dr. Joseph Tyndall	Director	August 9, 2024
<u>/s/ Kathy Weiler</u> Kathy Weiler	Director	August 9, 2024



August 09, 2024

Axogen, Inc.  
13631 Progress Boulevard, Suite 400  
Alachua, Florida 32615

**RE: Axogen, Inc. - Registration Statement on FormS-8**

To Whom It May Concern:

This law firm serves as counsel to Axogen, Inc., a Minnesota corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the registration of (i) 1,050,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), that may be issued upon the settlement of 1,050,000 performance stock units (the "Inducement PSUs") and (ii) a total of 2,500,000 shares of the Company's Common Stock reserved for issuance to eligible persons under the Axogen, Inc. Third Amended and Restated 2019 Long-Term Incentive Plan (the "Plan").

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares and the shares of Common Stock reserved under the Plan. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Shares and shares of Common Stock reserved under the Plan, the Company will receive consideration in an amount not less than the aggregate par value of the Shares or shares of Common Stock covered by each such issuance.

Based upon the foregoing, we are of the opinion that the Shares and the shares of Common Stock reserved under the Plan, when issued and sold in accordance with the terms set forth in the agreements that accompany the Inducement PSUs, or when issued and sold in accordance with the terms set forth in the Plan will be validly issued, fully paid and nonassessable.

This opinion letter is based as to matters of law solely on the Minnesota Business Corporation Act, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name wherever appearing in the Registration Statement and any amendments thereto. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Adam Hersh Esq.  
Adam Hersh Esq.  
President, Blue Chip Law®

**301 W. PLATT STREET - SUITEA-339  
TAMPA, FL 33606  
PHONE: 813.588.5100 - FAX: 813.607.4120  
WEBSITE: WWW.BLUECHIP.LAW**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on FormS-8 of our report dated March 5, 2024, relating to the financial statements of Axogen, Inc. and the effectiveness of Axogen, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Axogen, Inc. for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP  
Tampa, Florida  
August 9, 2024



**Calculation of Filing Fee Tables**

**Form S-8**

(Form Type)

**Axogen, Inc.**

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other(3)	2,500,000(2)	\$7.60	\$19,000,000	.00014760	\$2,804.40
Equity	Common Stock, \$0.01 par value per share	Other(3)	1,050,000(4)	\$7.60	\$7,980,000	.00014760	\$1,177.85
Total Offering Amounts					\$26,980,000		\$3,982.25
Total Fee Offsets							—
Net Fee Due							\$3,982.25

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, \$0.01 par value (the “Common Stock”) of Axogen, Inc. (the “Registrant”), which become issuable under the Axogen, Inc. Third Amended and Restated 2019 Long-Term Incentive Plan (the “Second Amended 2019 Plan”) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of Common Stock.
- (2) Represents an additional 2,500,000 shares of Common Stock of the Registrant issuable under the Third Amended 2019 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices of the Common Stock as reported on The Nasdaq Capital Market on August 5, 2024, which was \$7.60 per share.
- (4) Represents 1,050,000 shares of Common Stock of the Registrant issuable upon the settlement of performance stock units granted to Michael Dale on August 9, 2024, outside of the Axogen, Inc. Amended and Restated 2017 Employee Stock Purchase Plan and the Axogen, Inc. Inducement Equity Incentive Plan as an inducement material to entry into employment with the Registrant, in accordance with Nasdaq Listing Rule 5635(c)(4).