longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL OMB 3235-Number: 0287 Estimated average burden hours per response.

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

nses)												
Name and Address of Reporting Person Hansen David K					ding		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O AXOGEN, INC., 13859 PROGRESS BOULEVARD, SUITE 100				ction			_X_ Officer (give title Other (specify below) below) Corporate Controller					
(Street) ALACHUA, FL 32615				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(State) (Zip)	Table I -	Non-Dei	riva	tive Secu	rities	Acqui	ired, Disposed of, or	Beneficially	Owned			
	any	Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		D) 1 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I)	Beneficial Ownership			
	ach class of securiti		Pe in re	y owned ersons v formation	vho ron co	espoi ntaine	nd to the collection ed in this form are i unless the form di	of	SEC 1474 (9-02)			
	(First) (Middle NC., 13859 (LEVARD, SULT) (Street) (State) (Zip) 2. Transaction Date (Month/Day/Year)	2. Issuer N Symbol AxoGen, In	2. Issuer Name and Symbol AxoGen, Inc. [AXOGEN, Inc. [AXOGEN, Inc. [AXOGEN, Inc. Inc. Inc. Inc. Inc. Inc. Inc. Inc.	2. Issuer Name and Tick Symbol AxoGen, Inc. [AXGN (First) (Middle) NC., 13859 ULEVARD, SUITE 3. Date of Earliest Transac (Month/Day/Year) 12/16/2011 Street) 4. If Amendment, Date Of Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 2. Transaction Date of Filed(Month/Day/Year) 2. Transaction Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year) 2. Transaction Date of Earliest Transaction (Month/Day/Year) 2. Transaction Date of Filed(Month/Day/Year) 3. Transaction Code (Instr. 8)	2. Issuer Name and Ticker or Trace Symbol AxoGen, Inc. [AXGN] 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securion Date (Month/Day/Year) 4. Securion Date (Month/Day/Year) Code V Amount Persons v informatic required to	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN] 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2011 Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 2. Transaction Code Disposed of (Instr. 3, 4 and Or Code V Amount (D) a separate line for each class of securities beneficially owned Persons who rinformation corequired to res	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN] 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 3. Lif Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 3. Table I - Non-Derivative Securities Acquived (A) or Date (Instr. 8) 2. Transaction Execution Date, if (Month/Day/Year) 3. Code (Instr. 8) 4. Securities Acquived (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Amount (A) or Code (Instr. 8) Persons who respoinformation containing required to responding the properties of the pr	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN] Signature (Check all Director — X_ Officer (give title below) Street) 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2011 Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 3. Table I - Non-Derivative Securities Acquired, Disposed of, or 1 (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if (Month/Day/Year) 3. A Deemed Execution Date, if (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (D) Price Persons who respond to the collection information contained in this form are in the formal in this form are in this form are in the formal in this form are in this form are in the formal in this formal in the formal in this formal in this formal in the formal in the formal	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN] (First) (Middle) NC., 13859 ULEVARD, SUITE 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 2. Transaction [Month/Day/Year) 3.			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(\textit{e.g.}, \, \text{puts}, \, \text{calls}, \, \text{warrants}, \, \text{options}, \, \text{convertible securities})$

	(**8*) F*****, ********, *******************														
1. Title of	2.		3A. Deemed	4.		5. Numb	er	6. Date Exercisal	ole and	7. Title and	Amount	8. Price of	9. Number of		11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	tion	of		Expiration Date		of Underly	ing	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Derivativ	ve	(Month/Day/Yea	ır)	Securities		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securitie	es			(Instr. 3 and	d 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acquired	d						Owned	Security:	(Instr. 4)
	Security					(A) or							Following	Direct (D)	
	,					Dispose	d of						Reported	or Indirect	
						(D)							Transaction(s)	(I)	
						(Instr. 3,	, 4,						(Instr. 4)	(Instr. 4)	
						and 5)							· ·		
											Amount				
								_			or				
									Expiration	Title	Number				
								Exercisable	Date	110	of				
				Code	V	(A)	(D)				Shares				
Stock															
										Common					
Option	\$ 2.74	12/16/2011		Α		35,000		12/16/2012 ⁽¹⁾	12/16/2018	Common	35,000	\$0	35,000	D	
(right to								12, 10, 2012		Stock	, , , , ,		, , , , ,		
buy)															

Reporting Owners

Donouting Owner Name / Adduces	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Hansen David K C/O AXOGEN, INC. 13859 PROGRESS BOULEVARD, SUITE 100 ALACHUA, FL 32615			Corporate Controller				

Signatures

/s/Dave Hansen	12/20/2011
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).
- All shares pursuant to the options will be fully vested on December 16, 2015 (4 years from the option grant date) based upon a vesting (1) schedule whereby 25% of the aggregate shares vest on December 16, 2012 (12 months from the option grant date) and an additional 12.5%

of aggregate shares each 6 months thereafter.

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.