

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person Gold Mark Stephen		2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]		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) 05/10/2011		
13859 PROGRESS BOULEVARD, SUITE 100			4. If Amendment, Date Original Filed (Month/Day/Year)		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
(Street)	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	
ALACHUA, FL 32615					

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) Price			
Common Stock	05/10/2012		M		3,727	A (1) \$ 0.27	9,182 (2) (3)	D	
Common Stock	05/10/2012		M		5,006	A (1) \$ 0.27	14,188 (2)	D	
Common Stock	02/25/2013		M		5,006	A (1) \$ 0.27	19,194 (2)	D	
Common Stock	02/25/2013		M		290	A (1) \$ 1.07	19,484 (2)	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 0.27	05/10/2012		M		3,727		07/25/2008	07/25/2017	Common Stock	3,727	\$ 0	0	D	
Stock Option (right to buy)	\$ 0.27	05/10/2012		M		5,006		02/24/2012	02/24/2021	Common Stock	5,006	\$ 0	10,013 (4) (5)	D	
Stock Option (right to buy)	\$ 0.27	02/25/2013		M		5,006		02/24/2012	02/24/2021	Common Stock	5,006	\$ 0	5,007	D	
Stock Option (right to buy)	\$ 1.07	02/25/2013		M		290		09/29/2012	09/29/2021	Common Stock	290	\$ 0	579 (4)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gold Mark Stephen 13859 PROGRESS BOULEVARD SUITE 100 ALACHUA, FL 32615	X			

Signatures

/s/ Dr. Mark S. Gold		02/28/2013
<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).

- (1) Acquired through exercise of vested portion of stock options.
- (2) Does not include indirect beneficial ownership of 107,690 shares held by reporting person's wife and 125,523 shares held by MJSK, Ltd., an investment trust held by reporting person's family.
- (3) Reporting person does not have a reportable beneficial interest in 143,013 owned by his son and included in the reporting person's prior ownership report.
- (4) These shares vest annually over three years from grant date.
- (5) 5007 shares remain unvested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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