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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average SECURITIES

OMB APPROVAL OMB Number: 0287 burden hours per response...

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

~						ling	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O AXOGEN, INC., 13631 PROGRESS BOULEVARD, SUITE 400				nsac	ction		X_ Officer (give title Other (specify below) below) Chief Marketing Officer				
(Street) ALACHUA, FL 32615				e Oı	riginal		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-De	riva	tive Secur	ities Acqui	ired, Disposed of, or I	Beneficially (Owned		
	Execu any	tion Date, if	Code		Acquired Disposed	(A) or l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership		
a a separate line for e	ach cla	ss of securities	es benefic	Pe in	ersons w formatio quired to	n containe respond	ed in this form are n unless the form dis	ot	SEC 1474 (9-02)		
	First) (Middle NC., 13631 JLEVARD, SUI' Street) (State) (Zip) 2. Transaction Date (Month/Day/Year)	(Middle) NC., 13631 JLEVARD, SUITE Street) 32615 (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) a separate line for each cla	Symbol AxoGen, In First) (Middle) NC., 13631 JLEVARD, SUITE Street) 3. Date of Ea (Month/Day/ 12/29/2014 4. If Amendr Filed(Month/D identified (Month/D 2. Transaction Date (Month/Day/Year) 2. A. Deemed Execution Date, if any (Month/Day/Year)	Symbol AxoGen, Inc. [AXoGen, Inc. [AXoGen, Inc. [AXoGen, Inc. [AXoGen, Inc. Inc. Inc. Inc. Inc. Inc. Inc. Inc.	Symbol AxoGen, Inc. [AXGN NC., 13631	Symbol AxoGen, Inc. [AXGN] First) (Middle) NC., 13631 JLEVARD, SUITE 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. Topical Securities beneficially owned as separate line for each class of securities beneficially owned Persons we informatio required to	Symbol AxoGen, Inc. [AXGN]	Symbol AxoGen, Inc. [AXGN] Symbol AxoGen, Inc. [AXGN] Sissuer (Check all Director —X_ Officer (give title below) Chief Mark Chief Mark Chief Mark Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 32615 Table I - Non-Derivative Securities Acquired, Disposed of, or I Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code (Month/Day/Year) A Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Following Reported Transaction(s) (Instr. 3 and 4) Persons who respond to the collection information contained in this form are in	Symbol AxoGen, Inc. [AXGN] Symbol AxoGen, Inc. [AXGN] Symbol AxoGen, Inc. [AXGN] Symbol AxoGen, Inc. [AXGN] Size of Earliest Transaction (Month/Day/Year) ILEVARD, SUITE Size of Earliest Transaction (Month/Day/Year) Size of Earliest Transaction (Month/Day/Year) Size of Earliest Transaction (Month/Day/Year) Chief Marketing Officer Applicable Line Applicabl		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		(6.g.,	puis, cans, warran	is, opin	,,,	Converti	DIC 3	ccurines)							
1. Title of			3A. Deemed	4.		5. Numb	er	6. Date Exercisal	ole and				9. Number of		11. Nature
	Conversion		Execution Date, if		tion			Expiration Date		of Underlyi				Ownership	
		(Month/Day/Year)		Code		Derivativ		(Month/Day/Yea	ır)	Securities		-	Securities		Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securitie				(Instr. 3 and	14)	(Instr. 5)	-		Ownership
	Derivative					Acquired	f							-	(Instr. 4)
	Security					(A) or								Direct (D)	
						Dispose	d of						1	or Indirect	
						(D)							Transaction(s)		
						(Instr. 3,	4,						(Instr. 4)	(Instr. 4)	
						and 5)									
											Amount				
								Date			or				
								Exercisable	Expiration Date	Title	Number				
											of				
				Code	V	(A)	(D)				Shares				
Employee															
Stock										_					
Option	\$ 3.67	12/29/2014		Α		12,500		12/29/2015 ⁽¹⁾	12/20/2021(1)	Common	12,500	\$0	113,413	D	
	\$ 5.07	12/2/12014		А		12,500		12/29/2013	12/29/2021	Stock	12,500	Ψυ	113,713	Ъ	
(right to															
purchase)															
Employee															
Stock															
	0.27	10/00/0014				10.000			(2)	Common Stock	10.000	0.0	100 410	ъ	
Option	\$ 3.67	12/29/2014		Α		19,000		05/29/2015 ⁽²⁾	12/29/2021	Stock	19,000	\$0	132,413	D	
(right to										2.Jon					
purchase)															

Reporting Owners

Donouting Owner Name / Adduses	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Schiaparelli Jill F C/O AXOGEN, INC. 13631 PROGRESS BOULEVARD, SUITE 400 ALACHUA, FL 32615			Chief Marketing Officer				

Signatures

/s/Jill Schiaparelli	12/31/2014
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 employee stock option will be fully vested on December 29, 2018 (4 years from the option grant date) based (1) upon a vesting schedule whereby 25% of the aggregate shares vest on December 29, 2015 (12 months from the option grant date) and an additional 12.5% of the aggregate shares each 6 months thereafter.
- All shares pursuant to the special refinancing bonus employee options will be fully vested on December 29, 2015 (12 months from the (2) option grant date) based upon a vesting schedule whereby 50% of the aggregate shares vest on May 29, 2015 (6 months from the option grant date) and the remaining 50% of the aggregate shares 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.