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

**Form 8-K**

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

**Date of Report (Date of earliest event reported): August 6, 2015**

**AXOGEN, INC.**

(Exact name of registrant as specified in its charter)

<u>Minnesota</u> (State or other jurisdiction of incorporation)	<u>001-36046</u> (Commission File Number)	<u>41-1301878</u> (IRS Employer Identification No.)
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<u>13631 Progress Boulevard, Suite 400, Alachua, Florida</u> (Address of Principal Executive Offices)	<u>32615</u> (Zip Code)
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Registrant's telephone number, including area code

(386) 462-6800  
(Former name or former address if changed since last report,)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On August 6, 2015, AxoGen Corporation (“AxoGen”) entered into a License and Services Agreement (the “Agreement”) with Community Blood Center (d/b/a Community Tissue Services) (“CTS”). Headquartered in Dayton, Ohio. CTS is a nonprofit quality, ethical provider of services to recipients, donor families, medical communities, and community partners through the respectful recovery, processing and distribution of tissue grafts. CTS, an accredited member of the AATB, is one of the largest nonprofit tissue banks in the United States having in 2014 distributed more than 355,000 tissue grafts to over 5,000 hospitals, physicians and surgeons. The CTS facility and Agreement will provide AxoGen a cost effective, quality controlled and licensed facility to process and package its Avance® Nerve Graft using its employees and processing equipment. It is anticipated that processing currently being performed at LifeNet Health, Virginia Beach, Virginia will be transferred completely to the CTS facility by the end of first quarter of 2016.

The Agreement is for a 5 year term, subject to earlier termination by either party for cause, or after the two year anniversary of the Agreement without cause, upon 180 days’ notice. Under the Agreement AxoGen pays CTS a facility fee for clean room/processing, storage and office space. CTS also provides services in support of AxoGen’s processing such as routine sterilization of daily supplies, providing disposable supplies, microbial services and office support. The service fee is based on a per donor batch rate.

**Item 2.02 Results of Operations and Financial Condition**

On August 6, 2015, AxoGen, Inc. (the “Company”) issued a press release announcing its financial results for the quarter and six months ended June 30, 2015. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

The information furnished pursuant to Item 2.02 of this Current Report, including Exhibit 99.1 hereto, shall not be considered “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended, or under the Exchange Act, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Lee R. Johnston, Jr., Chief Financial Officer of the Company has been terminated. Gregory G. Freitag, former Company CFO and current General Counsel and Senior Vice President of Business Development, has been appointed CFO and will serve until a permanent replacement is hired. The Company has begun the search for such replacement. In connection with these changes, Mr. Freitag’s Executive Employment Agreement with the Company, effective as of October 1, 2011, was amended. This Amendment includes the addition of the title of Chief Financial Officer, sets his annual compensation at \$285,000 per year and re-defines his duties and obligations to add those required for his Chief Financial Officer position. Mr. Freitag was also provided an incentive stock option for 83,000 shares at market price. The continuing material terms of Mr. Freitag’s Employment Agreement and his biography are as provided in the Company’s Proxy Statement filed April 14, 2015.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	AxoGen, Inc. Press Release, dated August 6, 2015

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 6, 2015

AXOGEN, INC.

By: /s/ Greg Freitag

Name: Greg Freitag

Title: CFO and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	AxoGen, Inc. press release, dated August 6, 2015.



## **Strong Operating Momentum Leads to AxoGen Inc.'s First Ever \$6 Million Quarter**

*- Revenue Increased 52% to \$6.4 Million ; Gross Profit Margin of 83.8%*

*- Solid Start to Second Half of 2015; Full Year Guidance Raised*

**ALACHUA, FL – August 6, 2015** – AxoGen, Inc. (NASDAQ: AXGN), a leader in developing and marketing innovative surgical solutions for peripheral nerve injuries, reported record revenue of \$6.4 million in the second quarter ended June 30, 2015, a 52% increase compared with \$4.2 million in the year-ago second quarter. The record result represented the first time the Company's quarterly revenue surpassed \$6 million.

### **2015 Second Quarter Financial Results**

For the second quarter ended June 30, 2015, revenue totaled \$6.4 million, a 52% increase when compared to \$4.2 million reported in the same quarter last year. The Company reported gross margin of 83.8% compared to 78.9% in the second quarter of 2014.

Operating expenses for the quarter increased 33.9% to \$7.5 million, compared to \$5.6 million for the second quarter of 2014. The increased operating expenses reflect the Company's continued investment in sales and marketing to raise awareness of its product portfolio and expanded sales footprint. Operating loss was \$2.2 million compared to \$2.3 million for the same quarter last year. Net loss was \$3.2 million, or \$0.13 per share, compared to a net loss of \$3.7 million, or \$0.21 per share for the second quarter of 2014. The weighted common average shares for the second quarter of 2015 were approximately 24.9 million shares, an increase from 17.5 million shares for the second quarter of the prior year due to the common stock offering in the first quarter of 2015.

"Our team executed our strategy during the second quarter as our professional education forums and expanded sales team continued to drive increased customer interest in AxoGen's solutions for peripheral nerve injuries and we exceeded our sales goals," said Karen Zaderej, President & Chief Executive Officer. "With the increasing acceptance and adoption of our unique and proprietary products and the successful execution of our growth strategies, we are exploring additional revenue opportunities, which include new geographies and new market applications for our products such as nerves severed during prostate cancer surgery and lower extremity nerve injuries.

Our goal is for at least one of these initiatives to begin to contribute to our growth during 2016. Meanwhile, our progress through the first six months of this year, as well as our solid start to the second half, has enabled an increase in our revenue guidance for 2015."

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## **Second Quarter Highlights**

- Year to date held four “Best Practices in Nerve Repair” surgeon education forums, providing the over 100 surgeons in attendance with a comprehensive review of nerve repair techniques. The Company has found that as surgeons return to their practice and use these new techniques, the revenue from their usage increases by approximately 60%. The revenue generated from the four events held in late 2013 and early 2014 is over \$500,000 per course in the first twelve months following course completion.
- Completed the first international surgeon training course held in Milan, Italy, with over 60 surgeons in attendance. This event is part of the Company’s strategy to increase its presence and revenue in select geographies.
- At the 20th Congress of the Federation of European Societies for Surgery of the Hand (FESSH), there were three clinical presentations on the use of Avance® Nerve Graft.
- Completed a pilot clinical study assessing cavernous nerve reconstruction with Avance® Nerve Graft following radical prostatectomy, which demonstrated technical feasibility and promising ability to restore erectile function and reduce incontinence. The Company is currently evaluating strategies on how to address this new market opportunity.
- Enrolled the first subject in the RECON™ Study to support an Investigational New Drug (IND) Application, which compares AxoGen’s Avance® Nerve Graft to synthetic nerve tubes for bridging gaps in peripheral nerves and will support the FDA biologic license application (“BLA”) being pursued by the Company.

## **2015 Six Month Financial Results**

For the six months ended June 30, 2015, revenue totaled \$11.4 million, a 54% increase when compared to \$7.4 million reported in the first six months of 2014. Gross margin for the first six months of 2015 was 82.2% compared to 78.4% for the comparable six month period in 2014. Operating expenses for the six month period ended June 30, 2015 were \$14.0 million compared to \$11.1 million for the first six months of 2014. The increased operating expenses reflect the Company’s continued investment in sales and marketing to raise awareness of its product portfolio and expanded sales footprint. For the six months ended June 30, 2015, the net loss was \$6.8 million, or \$0.29 per share compared to a net loss of \$8.0 million, or \$0.46 per share for the six months ended June 30, 2014.

As of June 30, 2015, cash and cash equivalents totaled \$15.6 million.

## **2015 Guidance**

Based on a strong first half and the continued momentum the Company is experiencing in the third quarter, AxoGen is raising its revenue guidance and now expects 2015 full year revenue to exceed \$25 million with annual gross margins in the mid to high 70% range.

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## **Conference Call**

The Company will host a conference call and webcast for the investment community following the release at 4:30 PM ET. Investors interested in participating by phone are invited to call toll free at 1.877.407.0993 or use the direct dial-in number 1.201.689.8795. Those interested in joining via the webcast, should visit <http://axogeninc.equisolvewebcast.com/q2-2015>.

Following the conference call, a replay will be available on the Company's website at [www.AxoGenInc.com](http://www.AxoGenInc.com), under 'Investors.'

## **About AxoGen, Inc.**

AxoGen (NASDAQ: AXGN) is a leading medical technology company dedicated to peripheral nerve repair. AxoGen's portfolio of regenerative medicine products is available in the United States, Canada and several other countries and includes Avance® Nerve Graft, an off-the-shelf processed human nerve allograft for bridging severed nerves without the comorbidities associated with a second surgical site, AxoGuard® Nerve Connector, a porcine submucosa extracellular matrix ("ECM") coaptation aid for tensionless repair of severed nerves, and AxoGuard® Nerve Protector, a porcine submucosa ECM product used to wrap and protect injured peripheral nerves and reinforce the nerve reconstruction while preventing soft tissue attachments.

Avance® Nerve Graft is processed in the United States by AxoGen. AxoGuard® Nerve Connector and AxoGuard® Nerve Protector are manufactured in the United States by Cook Biotech Incorporated, and are distributed worldwide exclusively by AxoGen. AxoGen maintains its corporate offices in Alachua, Florida and is the parent of its wholly owned operating subsidiary, AxoGen Corporation.

## **Cautionary Statements Concerning Forward-Looking Statements**

This Press Release contains "forward-looking" statements as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations or predictions of future conditions, events or results based on various assumptions and management's estimates of trends and economic factors in the markets in which we are active, as well as our business plans. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "projects", "forecasts", "continue", "may", "should", "will" variations of such words and similar expressions are intended to identify such forward-looking statements. The forward-looking statements may include, without limitation, statements regarding our growth, our 2015 revenue estimate, product development, product potential, financial performance, sales growth, product adoption, market awareness of our products, data validation, our visibility at and sponsorship of conferences and educational events. The forward-looking statements are subject to risks and uncertainties, which may cause results to differ materially from those set forth in the statements. Forward-looking statements in this release should be evaluated together with the many uncertainties that affect AxoGen's business and its market, particularly those discussed in the risk factors and cautionary statements in AxoGen's filings with the Securities and Exchange Commission. Forward-looking statements are not guarantees of future performance, and actual results may differ materially from those projected. The forward-looking statements are representative only as of the date they are made, and, except as required by law, AxoGen assumes no responsibility to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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**Source: AxoGen, Inc.**

**Contact:**

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- Tables to Follow -

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**AxoGen, Inc.**  
**Condensed Consolidated Statement of Operations**  
**(unaudited)**

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30,</u> <u>2015</u>	<u>June 30,</u> <u>2014</u>	<u>June 30,</u> <u>2015</u>	<u>June 30,</u> <u>2014</u>
<b>Revenues</b>	\$ 6,417,253	\$ 4,214,193	\$ 11,368,569	\$ 7,352,449
<b>Cost of goods sold</b>	1,039,841	887,820	2,022,722	1,589,121
<b>Gross profit</b>	5,377,412	3,326,373	9,345,847	5,763,328
<b>Costs and expenses:</b>				
Sales and marketing	4,812,262	3,354,912	8,744,783	6,075,619
Research and development	736,399	555,758	1,407,435	1,368,373
General and administrative	1,982,020	1,713,447	3,890,602	3,608,222
<b>Total costs and expenses</b>	7,530,681	5,624,117	14,042,820	11,052,214
<b>Loss from operations</b>	(2,153,269)	(2,297,744)	(4,696,973)	(5,288,886)
<b>Other income (expense):</b>				
Interest expense	(1,023,774)	(1,392,098)	(2,018,522)	(2,583,415)
Interest expense — deferred financing costs	(31,210)	(52,217)	(64,956)	(103,432)
Other income (expense)	17,380	588	14,378	(5,303)
<b>Total other income (expense)</b>	(1,037,604)	(1,443,727)	(2,069,100)	(2,692,150)
<b>Net Loss</b>	<u>\$(3,190,873)</u>	<u>\$(3,741,471)</u>	<u>\$(6,766,073)</u>	<u>\$(7,981,036)</u>
Weighted Average Common Shares outstanding — basic and diluted	24,928,435	17,461,332	23,729,558	17,422,773
Loss Per Common share — basic and diluted	<u>\$ (0.13)</u>	<u>\$ (0.21)</u>	<u>\$ (0.29)</u>	<u>\$ (0.46)</u>

**AxoGen, Inc.**  
**Condensed Consolidated Balance Sheets**

	<u>June 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
	<u>(unaudited)</u>	
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 15,622,932	\$ 8,215,791
Accounts receivable, net of allowance for doubtful accounts of approximately \$148,000 and \$94,000 respectively	3,838,023	2,872,308
Inventory	3,539,957	3,213,620
Prepaid expenses and other	241,108	109,369
<b>Total current assets</b>	<u>23,242,020</u>	<u>14,411,088</u>
<b>Property and equipment, net</b>	663,910	619,028
<b>Intangible assets</b>	608,539	577,174
<b>Deferred financing costs</b>	908,684	793,499
	<u>\$ 25,423,153</u>	<u>\$ 16,400,789</u>
<b>Liabilities and Shareholders' Equity (Deficit)</b>		
<b>Current liabilities:</b>		
Accounts payable and accrued expenses	\$ 3,408,122	\$ 2,431,194
Current deferred revenue	14,118	14,118
<b>Total current liabilities</b>	<u>3,422,240</u>	<u>2,445,312</u>
<b>Note Payable - Revenue Interest Purchase Agreement</b>	25,426,647	25,085,777
<b>Long Term Deferred Revenue</b>	104,589	115,380
<b>Total liabilities</b>	<u>28,953,476</u>	<u>27,646,469</u>
<b>Commitments and contingencies</b>		
<b>Shareholders' equity (deficit):</b>		
Common stock, \$.01 par value; 50,000,000 shares authorized; 24,932,392 and 19,488,814 shares issued and outstanding	249,323	194,888
Additional paid-in capital	93,102,681	78,675,686
Accumulated deficit	<u>(96,882,327)</u>	<u>(90,116,254)</u>
<b>Total shareholders' equity (deficit)</b>	<u>(3,530,323)</u>	<u>(11,245,680)</u>
	<u>\$ 25,423,153</u>	<u>\$ 16,400,789</u>

**AxoGen, Inc.**  
**Condensed Consolidated Statement of Cash Flows**  
**(unaudited)**

	<u>Six Months Ended June 30,</u>	
	<u>2015</u>	<u>2014</u>
<b>Cash flows from operating activities:</b>		
Net loss	\$(6,766,073)	\$(7,981,036)
Adjustments to reconcile net loss to net cash used for operating activities:		
Depreciation	87,610	67,887
Amortization of intangible assets	22,710	22,099
Amortization of deferred financing costs	64,957	103,432
Stock-based compensation	696,625	474,144
Stock grant for service	—	60,125
Interest added to note payable	340,870	1,878,894
Change in assets and liabilities:		
Accounts receivable	(965,715)	(633,254)
Inventory	(326,337)	(12,004)
Prepaid expenses and other	(131,739)	151,744
Accounts payable and accrued expenses	976,928	155,113
Deferred revenue	(10,791)	(7,143)
<b>Net cash used for operating activities</b>	<b><u>(6,010,955)</u></b>	<b><u>(5,719,999)</u></b>
<b>Cash flows from investing activities:</b>		
Purchase of property and equipment	(132,492)	(283,476)
Acquisition of intangible assets	(54,075)	(30,305)
<b>Net cash used for investing activities</b>	<b><u>(186,567)</u></b>	<b><u>(313,781)</u></b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of common stock	13,770,734	—
Debt issuance costs	(180,142)	—
Proceeds from exercise of stock options	14,071	134,362
<b>Net cash provided by financing activities</b>	<b><u>13,604,663</u></b>	<b><u>134,362</u></b>
Net increase / (decrease) in cash and cash equivalents	7,407,141	(5,899,418)
<b>Cash and cash equivalents, beginning of year</b>	<b><u>8,215,791</u></b>	<b><u>20,069,750</u></b>
<b>Cash and cash equivalents, end of period</b>	<b><u>\$15,622,932</u></b>	<b><u>\$14,170,332</u></b>
<b>Supplemental disclosures of cash flow activity:</b>		
Cash paid for interest	\$ 1,649,881	\$ 664,546