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

OMB APPR	OVAL
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hours por rosponso	0.5

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

e Responses)														
1. Name and Address of Reporting Person * MARIANI PETER J  (Last) (First) (Middle) 13631 PROGRESS BOULEVARD, SUITE 400				2. Issuer Name <b>and</b> Ticker or Trading Symbol Axogen, Inc. [AXGN]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
				3. Date of Earliest Transaction (Month/Day/Year) 03/16/2021						X Officer (give title below) Other (specify below)  EVP & Chief Financial Officer				
(Street)				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)			,	Fable	: I - Non-Dei	ivative Securi	ties Acquir					
curity		2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)  2A. Deemed (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or (A) or (A) or (A) or (B)			quired 5. O Tr. (I	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form: Direct (D) or Indirect I)	Beneficial Ownership			
			(e.g., p		calls, war	rant	in this a curre quired, Disp s, options, co	form are not ently valid ON osed of, or Ber onvertible secu	required t IB control reficially Or rities)	o respond un number.	less the fo	orm display	5	474 (9-02)
		any	4. 5. Number of Derivative Exceptites (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Expiration 1	xpiration Date Underly		g Securities	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficia Ownershi (Instr. 4)		
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
\$ 20.91	03/16/2021		A		61,000		(1)	03/16/2031	Common Stock	n 61,000.00	\$ 0	61,000	D	
(2)	03/16/2021		A		30,500		(3)	(3)	Common	n 30,500.00	\$ 0	30,500	D	
	OGRESS I	Address of Reporting Person* I PETER J  (First) OGRESS BOULEVARD, S (Street)  A, FL 32615  (State)  curity  2.  Conversion of Exercise Price of Derivative Security  \$ 20.91 03/16/2021	Address of Reporting Person*  I PETER J  (First) (Middle)  OGRESS BOULEVARD, SUITE 400  (Street)  A, FL 32615  (State) (Zip)  Curity  2. Transaction Date (Month/Day/Year)  Price of Derivative Security  \$ 20.91   03/16/2021	Address of Reporting Person* I PETER J  (First) (Middle) OGRESS BOULEVARD, SUITE 400  (Street)  A, FL 32615  (State)  (Zip)  Currity  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  4. If Am  2. Transaction Date (Month/Day/Year)  (Execution Date, if any Or Exercise Price of Derivative Security  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91  \$ 20.91	Address of Reporting Person * I PETER J	Address of Reporting Person* I PETER J  OGRESS BOULEVARD, SUITE 400  (Street)  (Street)  (Street)  (A, FL 32615  (State)  (Zip)  Curity  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Table II - Derivative Securitie (e.g., puts, calls, war or Exercise Price of Derivative Security  (Month/Day/Year)  3. Transaction Conversion Date Of Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Conversion Price of Derivative Securitie (Month/Day/Year)  (Month/Day/Year)  3. Transaction Conversion Of Execution Date Of Execution Date, if Code (Month/Day/Year)  (Month/Day/Year)  4. If Amendment, Date Execution Date, if Code (Reg., puts, calls, war or Disposite for Derivative Securitie (e.g., puts, calls, war or Disposite for Derivative Securitie (and the put of Derivative Securitie (and the put of Derivative Securitie (and the put of Derivative Security)  3. Transaction Conversion Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code (Instr. 8)  Code V (A)  4. If Amendment, Date Execution Date, if Transaction Code (Instr. 8)  Code (Instr. 8)  Code V (A)  4. If Amendment, Date Execution Date, if Transaction Code (Instr. 8)  Code (Instr. 8)  Code V (A)	Address of Reporting Person PETER J  2. Issuer Name and Ticke Axogen, Inc. [AXGN]  (First) (Middle) (M	Address of Reporting Person - I PETER J  (First) (Middle) (Axogen, Inc. [AXGN]   Axogen, Inc. [AXGN]    (Street) 3. Date of Earliest Transaction (Month/E 03/16/2021    (A, FL 32615   (Zip)   Table I - Non-Der Code (Instr. 8)    (Month/Day/Year)   Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    4. If Amendment, Date Original Filed(Month/Day/Year)    (Month/Day/Year)   Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    4. If Amendment, Date Original Filed(Month/Day/Year)    (Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    4. If Amendment, Date Original Filed(Month/Day/Year)    (Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    4. If Amendment, Date Original Filed(Month/E 03/16/2021    (Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    4. If Amendment, Date Original Filed(Month/E 03/16/2021    (Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    (Axogen, Inc. [AXGN]    3. Date of Earliest Transaction (Month/E 03/16/2021    4. If Amendment, Date Original Filed(Month/E 03/16/2021    5. Number (E.g., puts, calls, warrants, options, continuity (Code Securities Acquired (A) or Disposed of (D) (Instr. 8)    (Month/Day/Year)    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Month/Day/Year)    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Month/Day/Year)    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Month/Day/Year)    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Month/Day/Year)    (Axogen, Inc. [AXGN]    (Axogen, Inc. [AXGN]    (Month/Day/Year)    (Axogen, Inc. [AXGN]    (Month/Day/Ye	Address of Reporting Person * I PETER J	Address of Reporting Person* I PETER J  OGRESS BOULEVARD, SUITE 400  OS/16/2021  A, FL 32615  Currity  2. Transaction Date (Month/Day/Year)  OS/16/2021  A Deemed Execution Date, if any (Month/Day/Year)  OS/16/2021  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4, and 5)  OR Beneficially Owned directly or indirectly.  Persons who respond to the in this form are not required a currently valid OMB control of Derivative Securities Acquired (A) or Disposed of (D) (Month/Day/Year)  OS/16/2021  A G1,000  (1) O3/16/2031  Commo Stock  OGRESS BOULEVARD, SUITE 400  A G1,000  (A) OF Disposed of (D) (Instr. 3, 4, and 5)  OS/16/2021  A G1,000  (A) OF Disposed of (D) (Instr. 3)  OS/16/2031  Commo Stock	Address of Reporting Person * 1 PETER J	Address of Reporting Person ** I PETER J  (First) OGRESS BOULEVARD, SUITE 400  3. Date of Earliest Transaction (Month/Day/Year) O3/16/2021  4. If Amendment, Date Original Filed/Month/Day/Year) (State)  (State)  (A, FL 32615  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day	Address of Reporting Persons   2. Issuer Name and Ticker or Trading Symbol Axogen, Inc. [AXGN]   5. Relationship of Reporting Persons (Check all applicables (Inc.)   6. More of Persons (Inc.)   6. M	Address of Reporting Persons*  1 PETER J  1 PETER J  1 Persons* 1 Persons* 2 Persons* 2 Persons* 3

		Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MARIANI PETER J 13631 PROGRESS BOULEVARI SUITE 400 ALACHUA, FL 32615			EVP & Chief Financial Officer					

## **Signatures**

/s/Peter Mariani	03/18/2021
**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 of Axogen, Inc. common stock underlying the employee stock option will be fully vested on March 16, 2025 (4 years from the option grant date) based upon a vesting schedule whereby 50% of the aggregate shares vest on March 16, 2023 (24 months from the option grant date) and an additional 12.5% of the aggregate shares vest each 6 months thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one share of Axogen, Inc. common stock.
- All shares of Axogen Inc. common stock underlying the restricted stock units will be fully vested on March 16, 2025 (4 years from the grant date) based upon a vesting schedule whereby 50% (3) of the aggregate shares vest on March 16, 2023 (24 months from the grant date) and an additional 25% of the aggregate shares vest each 12 months thereafter. Vested shares will be delivered
- to the reporting person upon the vesting date.

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.