Check this box if no
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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Instruction 1(b). Company Act of 1940

(Print or Type Responses)										
1. Name and Address of Reporting Person [*] Donovan Michael Patrick	1	2. Issuer Name and Axogen, Inc. [AX		ading	Symbol				e) Owner	
(Last) (First) 13631 PROGRESS BOULEVARD, SU		3. Date of Earliest Tra 02/22/2022	unsaction (M	onth/l	Day/Year)		X_Officer (give title below)Oth VP Operations	er (specify below	v)
(Street) ALACHUA, FL 32615	2	4. If Amendment, Dat	e Original F	iled(M	1onth/Day/Yo	ear)		6. Individual or Joint/Group Filing(Check A _X_Form filed by One Reporting Person Form filed by More than One Reporting Person	Applicable Line)	
(City) (State)	(Zip)		Table I - N	on-D	erivative	Securitie	es Acqu	ired, Disposed of, or Beneficially Owned	1	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year		3. Transacti Code (Instr. 8)		4. Securi (A) or D (Instr. 3,	isposed o	f (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	Beneficial
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	02/22/2022		М		10,000	A	\$ 5.09	52,453	D	
Common Stock	02/22/2022		М		5,000	А	\$ 5.45	57,453	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

-				(<i>e.g.</i> , p	uts,	calls	s, warran	ts, options, cor	vertible securi	ties)					
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion)	of D Secu Acq or D of (I	Derivative arities uired (A) Disposed D) tr. 3, 4,	(Month/Day/Y	e	7. Title and Underlying (Instr. 3 and	Securities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Option (right to purchase)	\$ 5.09	02/22/2022		М			10,000	12/28/2019	12/28/2022	Common Stock	10,000.00	\$ 0	0	D	
Employee Stock Option (right to purchase)	\$ 5.45	02/22/2022		М			5,000	05/26/2020	05/26/2023	Common Stock	5,000.00	\$ 0	0	D	

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Donovan Michael Patrick 13631 PROGRESS BOULEVARD SUITE 400 ALACHUA, FL 32615			VP Operations					

Signatures

/s/Mike Donovan	02/24/2022
**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).

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.