

# 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 * Freitag Gregory Gene		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) 13631 PROGRESS BLVD., SUITE 400		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2022			
(Street) ALACHUA, FL 32615		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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	06/01/2022		M		3,036 <u>(1)</u>	A	\$ 0	358,811	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
Restricted Stock Units	<u>(2)</u>	06/01/2022		M		3,036		<u>(3)</u>	<u>(3)</u>	Common Stock	3,036.00	\$ 0	0	D	
Employee Stock Option (right to purchase)	\$ 9.29	06/01/2022		A		11,811		<u>(4)</u>	06/01/2032	Common Stock	11,811.00	\$ 0	11,811	D	
Restricted Stock Units	<u>(2)</u>	06/01/2022		A		6,459		<u>(4)</u>	<u>(4)</u>	Common Stock	6,459.00	\$ 0	6,459	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freitag Gregory Gene 13631 PROGRESS BLVD. SUITE 400 ALACHUA, FL 32615	X			

## Signatures

/s/Gregory Freitag	06/03/2022
	Date

\*\*Signature of Reporting Person

## 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) This reflects the number of restricted stock units that vested on June 1, 2022.

(2) Each restricted stock unit represents a contingent right to receive one share of Axogen, Inc. common stock.

(3) Annual equity grant for service as Director on the Axogen, Inc. Board of Directors. The number of shares pursuant to the equity grant is based on a \$120,000 valuation as of the grant date and vests on June 1, 2022, one year from the anniversary of the grant date.

(4) Annual equity grant for service as Director on the Axogen, Inc. Board of Directors. The number of shares pursuant to the equity grant is based on a \$120,000 valuation as of the grant date and vests on June 1, 2023, one year anniversary of the grant date. One-half of the annual equity grant value is in the form of non-qualified stock options and one-half of the annual equity grant value is in the form of restricted stock units.

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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