SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *

Hartley Lindsey Marie

(Last) (First) (Middle)

13631 PROGRESS BLVD.

SUITE 400

(Street)

ALACHUA FL 32615

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Axogen, Inc. [AXGN]

3. Date of Earliest Transaction (Month/Day/Year)

03/16/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	03/16/2026	03/16/2026	M		4,000[(1)]	A	$0	59,276	D	
Common Stock	03/16/2026	03/16/2026	F		1,574[(2)]	D	$32.84	57,702	D	
Common Stock	03/16/2026	03/16/2026	M		5,000[(1)]	A	$0	62,702	D	
Common Stock	03/16/2026	03/16/2026	F		1,968[(2)]	D	$32.84	60,734	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	$0[(3)]	03/16/2026	03/16/2026	M		4,000		[(4)]	[(4)]	Common Stock	4,000	$0	4,000	D	
Restricted Stock Units	$0[(3)]	03/16/2026	03/16/2026	M		5,000		[(5)]	[(5)]	Common Stock	5,000	$0	5,000	D	

Explanation of Responses:

1. This reflects the number of restricted stock units ("RSUs") that vested on March 16, 2026.

2. This represents the number of shares of Common Stock that have been withheld by the issuer to satisfy tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent an open market sale.

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

4. All shares of Axogen Inc. common stock underlying the restricted stock units will be fully vested on March 16, 2027 (4 years from the grant date) based upon a vesting schedule whereby 50% of the aggregate shares vested on March 16, 2025 (24 months from the grant date) and an additional 25% of the aggregate shares vest each 12 months thereafter. Vested shares are delivered to the reporting person upon the vesting date.

5. All shares of Axogen Inc. common stock underlying the restricted stock units are fully vested on March 16, 2026 (4 years from the grant date) based upon a vesting schedule whereby 50% of the aggregate shares vested on March 16, 2024 (24 months from the grant date) and an additional 25% of the aggregate shares vested each 12 months thereafter. Vested shares are delivered to the reporting person upon the vesting date.

Remarks:

/s/ Marc Began, as attorney-in-fact for Lindsey Hartley 03/18/2026

** Signature of Reporting Person Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.