

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

**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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * <u>DeVinney Erick Wayne</u>			2. Issuer Name and Ticker or Trading Symbol <u>Axogen, Inc. [ AXGN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <b>Chief Innovation Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2026</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
13631 PROGRESS BLVD., SUITE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ALACHUA FL 32615</u>								
(City) (State) (Zip)								

**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		6,363 <sup>(1)</sup>	A	\$0	259,297	D	
Common Stock	03/16/2026	03/16/2026	F		2,870 <sup>(2)</sup>	D	\$32.84	256,427	D	
Common Stock	03/16/2026	03/16/2026	M		11,575 <sup>(1)</sup>	A	\$0	268,002	D	
Common Stock	03/16/2026	03/16/2026	S		5,221 <sup>(2)</sup>	D	\$32.84	262,781	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	(3)	03/16/2026	03/16/2026	M		6,363		(4)	(4)	Common Stock	6,363	\$0	6,363	D	
Restricted Stock Units	(3)	03/16/2026	03/16/2026	M		11,575		(5)	(5)	Common Stock	11,575	\$0	11,575	D	

**Explanation of Responses:**

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

**Remarks:**

/s/ Marc Began, as attorney-in-fact 03/18/2026  
for Erick DeVinney

\*\* 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.**