

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
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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)

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|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person Grooms Jamie Mark | | | 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 BOULEVARD, SUITE 400 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2018 | | | | | |
| (Street) ALACHUA, FL 32615 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 02/15/2018 | | | 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) | | | 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 | 02/13/2018 | | S(8) | | 7,100 | D | \$ 26.2 (1) | 202,595 | I | See Footnote (3) |
| Common Stock | 02/13/2018 | | S(8) | | 3,200 | D | \$ 26.22 (2) | 9,073 | I | See Footnote (4) |
| Common Stock | 02/14/2018 | | S(8) | | 32,936 | D | \$ 26.72 (5) | 169,659 | I | See Footnote (3) |
| Common Stock | 02/14/2018 | | S(8) | | 9,073 | D | \$ 26.71 (6) | 0 | I | See Footnote (4) |
| Common Stock | 02/15/2018 | | S(8) | | 43,403 | D | \$ 27.11 (7) | 126,256 | I | See Footnote (3) |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Grooms Jamie Mark 13631 PROGRESS BOULEVARD, SUITE 400 ALACHUA, FL 32615 | X | | | |

Signatures

| | |
|-------------------------------|------------|
| /s/ Jamie Grooms | 02/16/2018 |
| 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).

(1) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.55. The reporting person undertakes to provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.60. The reporting person undertakes to provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) These shares of common stock are held indirectly by the reporting person through the Jamie Grooms Trust, of which Mr. Grooms is a trustee.
- (4) These shares of common stock are held indirectly by the reporting person through the Jamie Grooms Children's Trust, of which Mr. Grooms is a trustee.
- (5) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.10 to \$27.05. The reporting person undertakes to provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (6) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.20 to \$26.95. The reporting person undertakes to provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (7) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.50 to \$27.375. The reporting person undertakes to provide to AxoGen, Inc., any security holder of AxoGen, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (8) The transactions reported on the original Form 4 filed on February 15, 2018 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2017.

Remarks:
This amended Form 4 corrects an error in Item 5 (Relationship of Reporting Person(s) to Issuer) reflected on the original Form 4 filed on February 15, 2018 and adds footnote 8.

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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