FORM 4
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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).

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

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#### 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

1. Name and Address of Reportin Friedman Mark Louis	2. Issuer Name and AxoGen, Inc. [AX		Tradi	ng Symbol	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner 0fficer (give title below) Other (specify below) VP,Regulatory & Quality				
13631 PROGRESS BOULE	3. Date of Earliest Tr 10/24/2017	ransaction (	Mont	th/Day/Yea	ar)					
(Street) ALACHUA, FL 32615	4. If Amendment, Da	ate Original	Fileo	d(Month/Day/	Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State	T	able I - Noi	n-Dei	rivative Se	ecuritie	ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea	Execution Date, if any	, if Code (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)			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)	Ownership (Instr. 4)
Common Stock	10/24/2017		М		40,000 (1)	А	\$ 2.74	45,665	D	
Common Stock	10/24/2017		F		5,480 ( <u>1)</u>	D	\$ 20	40,185	D	
Common Stock	10/24/2017		М		1,250	А	\$ 5.45	41,435	D	
Common Stock	10/24/2017		М		5,313	А	\$ 3.67	46,748	D	
Common Stock	10/24/2017		М		4,375	А	\$ 4.81	51,123	D	
Common Stock	10/24/2017		М		16,829	А	\$ 1.07	67,952	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)														
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion )	5. Number 6. Date Exercisable and of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate Amount of Year) Underlying		8. Price of 9. Number of Derivative Security (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to purchase)	\$ 2.74	10/24/2017		М			40,000	12/16/2015	12/16/2018	Common Stock	40,000	\$ 0	0	D	
Employee Stock Option (right to purchase)	\$ 5.45	10/24/2017		М			1,250	05/26/2017	05/26/2023	Common Stock	1,250	\$ 0	3,750	D	
Employee Stock Option (right to purchase)	\$ 3.67	10/24/2017		М			5,313	12/29/2015	12/29/2021	Common Stock	5,313	\$ 0	3,187	D	
Employee Stock Option (right to purchase)	\$ 4.81	10/24/2017		М			4,375	01/02/2015	01/02/2021	Common Stock	4,375	\$ 0	625	D	
Employee															

Stock Option	\$ 1.07	10/24/2017	М	16,829	06/20/2015	06/20/2018	Common Stock	16,829	\$ 0	0	D	
(right to												
purchase)												

# **Reporting Owners**

	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Friedman Mark Louis 13631 PROGRESS BOULEVARD SUITE 400 ALACHUA, FL 32615			VP,Regulatory & Quality							

# Signatures

/s/Mark Friedman	10/26/2017
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).
- This Form is being filed in part to report the exercise of a stock option for a total of 40,000 shares by means of a stock swap. A stock swap is a method of exercising a stock option in (1) which the option holder pays the exercise price using shares of stock already owned. As a result of this stock swap, the Reporting Person, on a net basis, acquired ownership of an additional 34,520 shares of common stock.

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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