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

(Fint of Type Responses)											
1. Name and Address of Reporting Person [*] COLLERAN LISA N	2. Issuer Name and Ticker or Trading Symbol AxoGen, Inc. [AXGN]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (A 13631 PROGRESS BOULEVARD, SUI		3. Date of Earliest Transaction (Month/Day/Year) 07/09/2018				Officer (give title below) O	ther (specify bel	ow)			
(Street) ALACHUA, FL 2615	4	4. If Amendment, Date Original Filed(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)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
(Instr. 3) Date	nth/Day/Year)	Execution Date, if	(Instr. 8)			(A) or	f(D)	Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership	

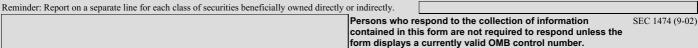


Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(<i>e.g.</i> , puts, calls, warrants, options, convertible securities)															
1. Title of			3A. Deemed	4.			nber	6. Date Exer		7. Title and				10.	11. Nature
	Conversion		Execution Date, if					Expiration I		Amount of		Derivative		Ownership	
	or Exercise Price of	(Month/Day/Year)	any (Month/Day/Year)	Code		Deriva Securit		(Month/Day	/Year)	Underlying Securities		2	Securities Beneficially	Form of Derivative	Beneficial
(11150.3)	Derivative		(Wonth Day Tear)	(insu. o	Acquired				(Instr. 3 and 4)		(1150.5)	Owned	Security:	(Instr. 4)	
	Security			(A) or				· /				Direct (D)	. ,		
				Disposed							1	or Indirect			
				of (D) (Instr. 3, 4,							Transaction(s) (Instr. 4)	(1) (Instr. 4)			
						and 5)	.,.,						()	(
											Amount				
								Date	Expiration	Title	or North an				
								Exercisable	Date	Title	Number of				
				Code	v	(A)	(D)				Shares				
Stock															
Option	\$ 53.65	07/09/2018		А		9,134		(1)	07/09/2028	Common	9,134	\$ 0	9,134	D	
(right to	\$ 55.05	07/09/2018		л		9,154			07/09/2028	Stock	9,154	\$U	9,134	D	
purchase)															
Stock															
Option	\$ 53.65	07/09/2018		А		3,916		(2)	07/09/2028	Common	3,916	\$ 0	3,916	D	
(right to		07/09/2018		Δ		5,710			0770972028	Stock	5,710	ψŪ	5,710	D	
purchase)															

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
COLLERAN LISA N 13631 PROGRESS BOULEVARD SUITE 400 ALACHUA, FL 2615	Х						

Signatures

Lisa N. Colleran	07/11/2018	
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) Option grant for joining the Issuer's Board of Directors. Options vest quarterly as to 12.5% of total share amount beginning with the first vesting date on October 9, 2018 and becoming fully vested July 9, 2020 (two years after grant).

(2) Annual option grant for director of Issuer's Board of Directors, pro-rated for joining Board of Directors during annual period. Option vests quarterly with all shares vested June 1, 2019 in conformity with vesting for such annual director grants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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