

# FORM 4

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

| OMB APPROVAL                                   |           |
|------------------------------------------------|-----------|
| 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)

|                                                              |         |          |                                                                    |  |  |                                                                                                                                                                                                                                        |  |  |
|--------------------------------------------------------------|---------|----------|--------------------------------------------------------------------|--|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person *<br>MARIANI PETER J |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>AxoGen, Inc. [AXGN] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br>Chief Financial Officer |  |  |
| (Last)                                                       | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/15/2019     |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person                                             |  |  |
| 13631 PROGRESS BOULEVARD, SUITE 400                          |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)              |  |  |                                                                                                                                                                                                                                        |  |  |
| (Street)                                                     |         |          |                                                                    |  |  |                                                                                                                                                                                                                                        |  |  |
| ALACHUA, FL 32615                                            |         |          |                                                                    |  |  |                                                                                                                                                                                                                                        |  |  |
| (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                    | 02/15/2019                           |                                                    | A                              |   | 7,654<br>(1)                                                      | A          | \$ 0<br>(1) | 12,037                                                                                        | D                                                        |                                                       |
| Common Stock                    | 02/15/2019                           |                                                    | F                              |   | 2,355<br>(2)                                                      | D          | \$ 17.57    | 9,682                                                                                         | D                                                        |                                                       |

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

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 control number. SEC 1474 (9-02)

### 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 |                                                               |                                            |                                                                                                    |                                                                                  |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                         |       |
|-------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                               | Director      | 10% Owner | Officer                 | Other |
| MARIANI PETER J<br>13631 PROGRESS BOULEVARD<br>SUITE 400<br>ALACHUA, FL 32615 |               |           | Chief Financial Officer |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/Peter Mariani              | 02/18/2019 |
| 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) This reflects the number of shares that became vested as of February 15, 2019 upon the attainment of certain performance criteria.

The reported shares were withheld to cover the Reporting Person's tax withholding liability in connection with a portion of a performance stock award that vested on

(2)

February 15, 2019.

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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