

# FORM 4

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

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

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

(Print or Type Responses)

|  |   |   |   |   |   |            |  |   |  |
|--|---|---|---|---|---|------------|--|---|--|
| 1. Name and Address of Reporting Person*<br><b>Gold Mark Stephen</b> |   | 2. Issuer Name and Ticker or Trading Symbol<br><b>Axogen, Inc. [AXGN]</b> |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |   |            |  |   |  |
| (Last)   | (First)                                 | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>09/03/2019</b>                   |   |   |            |  |   |  |
| 13631 PROGRESS BOULEVARD, SUITE 400                                  |   |   |   |   |   |            |  |   |  |
| (Street)   |   |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |            |  |   |  |
| ALACHUA, FL 32615  |   |   |   |   |   |            |  |   |  |
| (City) (State) (Zip)   |   |   | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |   |   |            |  |   |  |
| 1. Title of Security<br>(Instr. 3)                                   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                     | 3. Transaction Code<br>(Instr. 8)   |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)  |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|  |   |   | Code  | V   | Amount  | (A) or (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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   |   | Code                              | V | (A)  | (D) | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Stock Option (right to purchase)              | \$ 15.44   | 09/03/2019                              |   | A                                 |   | 10,710   |     | (1)   | 09/03/2029      | Common Stock   | 10,710                     | \$ 0  | 10,710  | D   |   |
| Restricted Stock Units                        | (2)  | 09/03/2019                              |   | A                                 |   | 2,591  |     | (1)   | (1)             | Common Stock   | 2,591                      | \$ 0  | 2,591   | D   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Gold Mark Stephen<br>13631 PROGRESS BOULEVARD<br>SUITE 400<br>ALACHUA, FL 32615 | X             |           |         |       |

## Signatures

|  |                     |
|--|---------------------|
| /s/Dr. Mark Gold                             | 09/04/2019          |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

## 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).

Annual equity grant for service as Director on the Axogen, Inc. Board of Directors. The number of shares pursuant to the equity grant is based on a \$120,000 valuation as of the grant date (1) and vests on September 3, 2019, one year from the anniversary of the grant date. Two-thirds of the annual equity grant value is in the form of non-qualified stock options and one-third of the annual equity grant value is in the form of restricted stock units.

(2) Each restricted stock unit represents a contingent right to receive one share of Axogen, Inc. 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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