

MIMEDX GROUP, INC.
Form 8-K
November 05, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act 1934

Date of Report (date of earliest event reported): December 14, 2011

MIMEDX GROUP, INC.

(Exact name of registrant as specified in charter)

Florida
(State or other jurisdiction of incorporation)

000-52491
(Commission File Number)

26-2792552
(IRS Employer Identification No.)

60 Chastain Center Blvd., Suite 60

30144

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Kennesaw, GA
(Address of principal executive offices)

(678) 384-6720

(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws.

- (a) On October 31, 2012, the Shareholders of MiMedx Group, Inc. authorized an amendment to the Articles of Incorporation (the Articles) to increase the number of authorized shares of the Company s capital stock from 115,000,000 shares to 135,000,000 shares, and to increase the number of shares designated as common stock from 110,000,000 shares (\$.001 par value) to 130,000,000 shares (\$.001 par value).
- (b) On December 14, 2011, the Shareholders of MiMedx Group, Inc. authorized an amendment to the Articles of Incorporation (the Articles) to increase the number of authorized shares of the Company s capital stock from 105,000,000 shares to 115,000,000 shares, and to increase the number of shares designated as common stock from 100,000,000 shares (\$.001 par value) to 110,000,000 shares (\$.001 par value).

Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) On October 31, 2012, MiMedx Group, Inc., held an annual meeting of its shareholders. There were five proposals acted upon at that meeting. All proposals were approved by the Shareholders. The following is a description of each item and the votes cast for each:

Proposal 1: The election of three Class II directors, as follows:

| | For | Withheld |
|------------------|------------|----------|
| Joseph G. Bleser | 40,862,486 | 83,006 |
| Steven Gorlin | 40,578,626 | 366,866 |
| Bruce L. Hack | 40,327,869 | 617,623 |

| | For | Against | Withheld | Broker Non-Votes |
|--------------------|------------|---------|-----------|------------------|
| Total shares voted | 40,862,486 | 0 | 1,067,495 | 21,873,158 |

Proposal 2: By the following vote, the shareholders approved the proposal to amend the Company s Articles of Incorporation (the Articles) to increase the number of authorized shares of the Company s capital stock and common stock

| | For | Against | Abstain |
|--------------------|------------|-----------|---------|
| Total shares voted | 60,203,254 | 2,600,532 | 14,864 |

Proposal 3: By the following vote, the shareholders approved the proposal to amend the Company s 2006 Stock Incentive Plan

| | For | Against | Abstain |
|--------------------|------------|-----------|-----------|
| Total shares voted | 36,567,351 | 2,967,591 | 1,410,550 |

Proposal 4: The appointment of Cherry, Bekaert & Holland LLP as our principal independent auditor was ratified by the following shareholder vote

| | For | Against | Abstain |
|--------------------|------------|---------|---------|
| Total shares voted | 62,671,668 | 120,003 | 26,979 |

(b) On December 14, 2011, MiMedx Group, Inc., held an annual meeting of its shareholders. There were five proposals acted upon at that meeting. All proposals were approved by the Shareholders. The following is a description of each item and the votes cast for each:

Proposal 1: The election of four Class I directors, as follows:

| | For | Withheld |
|----------------------|------------|-----------------|
| Kurt M. Eichler | 34,820,140 | 260,006 |
| Charles E. Koob | 35,080,134 | 12 |
| Andrew K. Rooke, Jr. | 34,606,756 | 473,390 |
| William C. Taylor | 35,030,134 | 50,012 |

| | For | Against | Withheld | Broker Non-Votes |
|--------------------|------------|----------------|-----------------|-------------------------|
| Total shares voted | 35,080,140 | 0 | 783,420 | 18,976,672 |

Proposal 2: By the following vote, the shareholders approved the proposal to amend the Company's Articles of Incorporation (the Articles) to increase the number of authorized shares of the Company's capital stock and common stock

| | For | Against | Abstain |
|--------------------|------------|----------------|----------------|
| Total shares voted | 52,529,025 | 1,518,283 | 9,510 |

Proposal 3: By the following vote, the shareholders approved the proposal to amend the Company's 2006 Stock Incentive Plan

| | For | Against | Abstain |
|--------------------|------------|----------------|----------------|
| Total shares voted | 31,186,303 | 3,696,334 | 197,509 |

Proposal 4: The appointment of Cherry, Bekaert & Holland LLP as our principal independent auditor was ratified by the following shareholder vote

| | For | Against | Abstain |
|--------------------|------------|----------------|----------------|
| Total shares voted | 53,929,123 | 3 | 127,692 |

Item 9.01 Financial Statements and Exhibits
(d) Exhibits

Exhibit 3.1 Amendment to the Articles of Incorporation of Mimedx Group, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MIMEDX GROUP, INC.

Dated: November 5, 2012

By: /s/ Michael J. Senken
Michael J. Senken, Chief Financial Officer