## Edgar Filing: Rooke Andrew K. Jr. - Form 4

| Rooke Andrew<br>Form 4<br>May 14, 2010                                  |                                       |  |   |  |                 |  |   |  |   |  |
|---|---------------------------------------|--|---|--|-----------------|--|---|--|---|--|
| FORM  | Л                                     |  |   |  |                 |  |   |  | PPROVAL   |  |
|   | UNITED                                | STATES   |   | RITIES A                               |                 |  | COMMISSIO   | N OMB<br>Number:   | 3235-0287   |  |
| Check this<br>if no longe   | r                                     |  |   |  |                 |  |   |  | January 31,<br>2005   |  |
| subject to<br>Section 16<br>Form 4 or                                   | SIAIEN                                | F CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES |   |  |                 |  | Estimated<br>burden hou<br>response   | average<br>urs per   |   |  |
| Form 5<br>obligations<br>may contin<br><i>See</i> Instruc<br>1(b).      | Section 17(                           | a) of the H  | Public U  | Itility Hol                            | ding Co         |  | nge Act of 1934,<br>of 1935 or Secti<br>940                                       |  |   |  |
| (Print or Type Re   | esponses)                             |  |   |  |                 |  |   |  |   |  |
| 1. Name and Address of Reporting Person <u>*</u><br>Rooke Andrew K. Jr. |                                       |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol |  |                 | 5. Relationship of Reporting Person(s) to Issuer   |   |  |   |  |
|   |                                       |  |   | DX GRO<br>G.OB]                        | UP, INC         |  | (Check all applicable)  |  |   |  |
| (Last)  | (First) (I                            | Middle)  |   | Date of Earliest Transaction           |                 |  | X_ Director 10% Owner<br>Officer (give title Other (specify                       |  |   |  |
|   | X GROUP, INC<br>FON COURT, S          |  | (Month/l<br>05/11/2                                   | Day/Year)<br>2010                      |                 |  | below)  | below)   | (speeny   |  |
| (Street) 4. If Amendment, Date Original<br>Filed(Month/Day/Year)        |                                       |  |   |  |                 | <ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |   |  |   |  |
|   | , UA 30070                            |  |   |  |                 |  | Person  |  |   |  |
| (City)  | (State)                               | (Zip)  | Tab   | ole I - Non-                           | Derivative      | Securities A   | cquired, Disposed   | of, or Beneficia   | lly Owned   |  |
|   | . Transaction Date<br>Month/Day/Year) | Execution any                                      | Date, if  | 3.<br>Transactic<br>Code<br>(Instr. 8) | Disposed        | (A) or<br>of (D)   |   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |                                       |  |   | Code V                                 | Amount          | (D) Price  | (Instr. 5 and 4)  |  |   |  |
| Reminder: Repor   | rt on a separate line                 | e for each cla                                     | ass of sec  | urities bene                           | ficially ow     | ned directly o   | or indirectly.  |  |   |  |
|   |                                       |  |   |  | inforr<br>requi | nation cont<br>red to respo<br>ays a currer  | pond to the colle<br>ained in this form<br>ond unless the fo<br>ntly valid OMB co | n are not<br>rm  | SEC 1474<br>(9-02)  |  |
|   | Tab                                   |  |   |  |                 | sposed of, or<br>convertible s   | Beneficially Owner<br>securities)   | 1  |   |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title | and Amount o    |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|----------|-----------------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underl   | ying Securities |

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| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed or<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year    | r)                 | (Instr. 3 and 4 | 4)                                 |
|------------------------|---|------------|-------------------------|--------------------|--|--------------------|--------------------|-----------------|------------------------------------|
|                        |   |            |                         | Code V             | (A) (D   | ) Date Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Stock<br>Option        | \$ 1.2  | 05/11/2010 |                         | А                  | 15,000   | 05/11/2010(1)      | 05/11/2020         | Common<br>Stock | 15,000                             |

## **Reporting Owners**

|   | Relationships |              |         |       |  |  |
|---|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer | Other |  |  |
| Rooke Andrew K. Jr.<br>C/O MIMEDX GROUP, INC.<br>811 E. LIVINGSTON COURT, SUITE B<br>MARIETTA, GA 30076 | Х             |              |         |       |  |  |
| Signatures  |               |              |         |       |  |  |
| Michael J. Senken, by Power of Attorney   | 05/14/2010    |              |         |       |  |  |
| **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) The options vest one-third on May 11, 2010, one-third on May 11, 2011, and one-third on May 11, 2012.

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.