



DIVISION OF  
CORPORATION FINANCE

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

May 16, 2019

**By E-Mail**

Aneliya S. Crawford, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022

**Re: MiMedx Group, Inc.  
Preliminary Proxy Statement filed by Parker H. Petit, David J. Furstenberg,  
and Shawn P. George  
Filed May 10, 2019  
File No. 001-35887**

Dear Ms. Crawford:

We have reviewed your filing and have the following comments.

**Preliminary Proxy Statement**

1. Please disclose the information required by Item 1(c) of Schedule 14A.

**Proposal 1: Elect Three Class II Directors, page 3**

2. Please tell us your basis for stating that the Class II directors elected at the upcoming meeting will serve a three-year term.

**Proposal 3: Repeal Certain Bylaw Amendments, page 8**

3. We note that proposal three would, if approved, prevent the board from amending the company's bylaws until a date after the date of the meeting. Please provide us your legal analysis that such an amendment is valid under Florida law and revise your disclosure to describe any potential negative effects of limiting the board's ability to amend the bylaws in this manner.

**Annex I: Information on the Participants, page 15**

4. We note the description of Mr. George's pledges of shares of common stock. Please revise your disclosure to include the information required by Item 5(b)(1)(viii) of Schedule 14A.

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5. Refer to the first sentence of the last paragraph on page 16. Please tell us whether you have described any substantial interest in the proposals by your participants as required by Item 5(b)(1) of Schedule 14A.

Please direct any questions to me at (202) 551-3619.

Sincerely,

/s/ Daniel F. Duchovny  
Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions