

LEAR CORP  
Form DEF 14A  
April 04, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Lear Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.



(4) Date Filed:

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21557 Telegraph Road

Southfield, Michigan 48033

April 4, 2012

Dear Stockholder:

On behalf of the Board of Directors of Lear Corporation, you are cordially invited to attend the 2012 Annual Meeting of Stockholders to be held on May 16, 2012, at 10:00 a.m. (Eastern Time) at Lear Corporation's Corporate Headquarters, 21557 Telegraph Road, Southfield, Michigan 48033.

The attached proxy statement provides you with detailed information about the annual meeting. We encourage you to read the entire proxy statement carefully. You may also obtain more information about Lear from documents we have filed with the Securities and Exchange Commission.

We are delivering our proxy statement and annual report pursuant to the Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders over the Internet. We believe that this delivery method expedites stockholders' receipt of proxy materials and lowers the cost and environmental impact of our annual meeting. On or about April 4, 2012, we will mail to our stockholders a notice containing instructions on how to access our proxy materials. In addition, the notice includes instructions on how you can receive a paper copy of our proxy materials.

You are being asked at the annual meeting to elect directors, ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, provide an advisory vote to approve our executive compensation and transact any other business properly brought before the meeting.

Whether or not you plan to attend the annual meeting, your vote is important, and we encourage you to vote promptly. You may vote your shares via a toll-free telephone number, over the Internet or by completing, dating, signing and returning your proxy card, as described in the attached proxy statement and proxy card.

Thank you in advance for your cooperation and continued support.

Sincerely,

Henry D.G. Wallace  
*Non-Executive Chairman*

Matthew J. Simoncini  
*President, Chief Executive  
Officer and Director*

This proxy statement is dated April 4, 2012, and is first being made available to stockholders electronically via the Internet on or about April 4, 2012.

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**LEAR CORPORATION**  
**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**May 16, 2012**

**10:00 a.m. (Eastern Time)**

To the Stockholders of Lear Corporation:

The 2012 Annual Meeting of Stockholders will be held on May 16, 2012, at 10:00 a.m. (Eastern Time) at Lear Corporation's Corporate Headquarters, 21557 Telegraph Road, Southfield, Michigan 48033. The purpose of the meeting is to:

1. elect seven directors;
2. ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2012;
3. provide an advisory vote to approve our executive compensation; and
4. conduct any other business properly brought before the meeting or any adjournments or postponements thereof.

Voting is limited to stockholders of record at the close of business on March 30, 2012. A list of stockholders entitled to vote at the meeting, and any postponements or adjournments of the meeting, will be available for examination between the hours of 9:00 a.m. and 5:00 p.m. (Eastern Time) at our headquarters at 21557 Telegraph Road, Southfield, Michigan 48033 during the ten days prior to the meeting and also at the meeting.

Your vote is important. Whether or not you plan to attend the annual meeting, please vote your shares via the toll-free telephone number, over the Internet or by completing, signing, dating and returning the proxy card, as described in the attached proxy statement and proxy card. Your prompt cooperation is greatly appreciated.

By Order of the Board of Directors,

Terrence B. Larkin  
*Executive Vice President, Business Development,  
General Counsel and Corporate Secretary*

April 4, 2012

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**LEAR CORPORATION**

**21557 Telegraph Road**

**Southfield, Michigan 48033**

**SUMMARY OF THE ANNUAL MEETING**

**Annual Meeting**

The 2012 Annual Meeting of Stockholders (the Annual Meeting ) of Lear Corporation (referred to herein as the Company, Lear, we, us or c the context requires) will be held at Lear's Corporate Headquarters, 21557 Telegraph Road, Southfield, Michigan 48033, on May 16, 2012, at 10:00 a.m. (Eastern Time).

**Record Date**

The date to determine stockholders entitled to notice of and to vote at the Annual Meeting is the close of business on March 30, 2012.

**Notice of Electronic Availability of Proxy Statement and Annual Report**

As permitted by rules adopted by the United States Securities and Exchange Commission (the SEC ), we are making this proxy statement and our annual report available to stockholders electronically via the Internet. On or about April 4, 2012, we will mail to most of our stockholders a notice (the Notice ) containing instructions on how to access this proxy statement, the proxy card and our annual report and to vote via the Internet. Other stockholders, in accordance with their prior requests, will receive e-mail notification of how to access our proxy materials and vote via the Internet, or will be mailed paper copies of our proxy materials and a proxy card on or about April 4, 2012.

The Notice also contains instructions on how to request a printed copy of the proxy materials. In addition, you may elect to receive future proxy materials in printed form by mail or electronically by e-mail by following the instructions included in the Notice. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

The SEC's rules permit us to deliver a single Notice or set of proxy materials to one address shared by two or more of our stockholders. This delivery method is referred to as householding and can result in significant cost savings. To take advantage of this opportunity, we have delivered only one Notice to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. We agree to deliver promptly, upon written or oral request, a separate copy of the Notice and, if applicable, proxy materials, as requested, to any stockholder at the shared address to which a single copy of these documents was delivered. If you prefer to receive separate copies of the Notice, proxy statement or annual report, contact Broadridge Financial Solutions, Inc. by calling 1-800-542-1061 or in writing at Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717.

In addition, if you currently are a stockholder who shares an address with another stockholder and would like to receive only one copy of future notices and proxy materials for your household, you may notify your broker if your shares are held in a brokerage account or you may notify us if you hold registered shares. Registered stockholders may notify us by contacting Broadridge Financial Solutions, Inc. at the above telephone number or address or sending a written request to Lear Corporation, 21557 Telegraph Road, Southfield, Michigan 48033, Attention: Investor Relations.

**Agenda**

The agenda for the Annual Meeting is to:

1. elect seven directors;



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2. ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2012;
3. provide an advisory vote to approve our executive compensation; and
4. conduct any other business properly brought before the Annual Meeting or any adjournments or postponements thereof.

## **Proxy Solicitation**

Lear's Board of Directors (the Board) is soliciting your proxy to vote your shares of common stock at our Annual Meeting. We have engaged MacKenzie Partners, Inc. to assist in the solicitation of proxies for the Annual Meeting for a fee of approximately \$5,000 plus reimbursement of reasonable out-of-pocket expenses.

## **Information about Voting**

You may vote in person at the Annual Meeting or by proxy. There are three ways to vote by proxy:

**By Internet** You can vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions on the proxy card;

**By Telephone** You can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card; and

**By Mail** You can vote by completing, dating, signing and returning the proxy card.

Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day and will close at 11:59 p.m. (Eastern Time) on May 15, 2012.

Your proxy will be voted in accordance with your instructions, so long as, in the case of a proxy card returned by mail, such card has been executed and dated. If you execute and return your proxy card by mail but provide no specific instructions in the proxy card, your shares will be voted FOR the director nominees named on the proxy card, FOR the ratification of the appointment of our independent registered public accounting firm and FOR the advisory approval of executive compensation described in this proxy statement.

We do not intend to bring any matters before the Annual Meeting except those indicated in the Notice and described in this proxy statement, and we do not know of any matter which anyone else intends to present for action at the Annual Meeting. If any other matters properly come before the Annual Meeting, however, the persons named in the enclosed proxy will be authorized to vote or otherwise act in accordance with their judgment.

## **Revoking Proxies**

You may revoke your proxy at any time before it is voted at the Annual Meeting by:

delivering to our Corporate Secretary, a signed, written revocation letter dated later than the date of your proxy;

submitting a proxy to Lear by telephone, Internet or mail that is dated later than the date of any proxy that you previously submitted; or

attending the Annual Meeting and voting in person (your attendance at the Annual Meeting will not, by itself, revoke your proxy; you must vote in person at the Annual Meeting to revoke your proxy).



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### **Outstanding Shares**

On the record date, March 30, 2012, there were approximately 97,768,049 shares of our common stock, par value \$0.01 per share, outstanding (including 1,834,450 shares reserved for the satisfaction of certain claims in connection with our emergence from chapter 11 bankruptcy proceedings). Our common stock is the only class of voting securities outstanding.

### **Quorum**

A quorum is established when a majority of shares entitled to vote is present in person or represented by proxy at the Annual Meeting. Abstentions and broker non-votes (as described below under Required Vote ) are counted for purposes of determining whether a quorum is present.

### **Voting**

Each share of common stock that you hold as of the record date entitles you to one vote, without cumulation, on each matter to be voted upon at the Annual Meeting.

### **Required Vote**

To be elected, director nominees must receive the affirmative vote of a majority of the votes cast (i.e., the number of shares voted for a director nominee must exceed the number of votes cast against that nominee) (Proposal No. 1). For the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm (Proposal No. 2), advisory approval of our executive compensation (Proposal No. 3) and any other matter that may properly come before the Annual Meeting, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval.

Abstentions on any matter other than the election of directors (Proposal No. 1) will not be voted but will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote on such other items (i.e. Proposal No. 2 and Proposal No. 3).

### **Shares Held Through a Bank, Broker or Other Nominee**

If you hold your shares in street name through a bank, broker or other nominee, such bank, broker or nominee will vote those shares in accordance with your instructions. To so instruct your bank, broker or nominee, you should refer to the information provided to you by such entity. Without instructions from you, a bank, broker or nominee will be permitted to exercise its own voting discretion with respect to so-called routine matters (Proposal No. 2) but will not be permitted to exercise voting discretion with respect to non-routine matters (Proposals No. 1 and 3). Thus, if you do not give your bank, broker or nominee specific instructions with respect to Proposal No. 2 (ratification of auditors), your shares will be voted in such entity's discretion. If you do not give your bank, broker or nominee specific instructions with respect to the remaining proposals, your shares will not be voted on such proposals. These shares are called broker non-votes. Shares represented by such broker non-votes will be counted in determining whether there is a quorum. Broker non-votes are not considered votes for or against any particular proposal and therefore will have no direct impact on any proposal. We urge you to provide your bank, broker or nominee with appropriate voting instructions so that all your shares may be voted at the Annual Meeting.

**Table of Contents****ELECTION OF DIRECTORS****(PROPOSAL NO. 1)**

Upon the recommendation of our Nominating and Corporate Governance Committee (the "Nominating Committee"), the Board has nominated the individuals listed below to stand for election to the Board for a one-year term ending at the annual meeting of stockholders in 2013 or until their successors, if any, are elected or appointed. Our Amended and Restated Certificate of Incorporation and Bylaws provide for the annual election of directors. To be elected, each director nominee must receive the affirmative vote of a majority of the votes cast (i.e., the number of shares voted for a director nominee must exceed the number of votes cast against that nominee). Unless contrary instructions are given, the shares represented by your proxy will be voted FOR the election of all director nominees. In addition, our Corporate Governance Guidelines contain a resignation policy which provides that in the event an incumbent director fails to receive a majority of the votes cast in an uncontested election, such director shall promptly tender his resignation to the Board for consideration. The Board has determined that each director nominee, other than Mr. Simoncini, is an independent director, as further described below in "Directors and Corporate Governance - Independence of Directors."

All of the director nominees listed below have consented to being named in this proxy statement and to serve if elected. However, if any nominee becomes unable to serve, proxy holders will have discretion and authority to vote for another nominee proposed by our Board. Alternatively, our Board may reduce the number of directors to be elected at the Annual Meeting.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Thomas P. Capo	61	Director
Jonathan F. Foster	51	Director
Conrad L. Mallett, Jr.	58	Director
Donald L. Runkle	66	Director
Matthew J. Simoncini	50	Director, President and CEO
Gregory C. Smith	60	Director
Henry D.G. Wallace	66	Director, Non-Executive Chairman

Biographical information relating to each of the director nominees is set forth below under "Directors and Corporate Governance" and incorporated by reference herein.

**THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF EACH DIRECTOR NOMINEE.**

**PROXIES SOLICITED BY THE BOARD WILL BE VOTED FOR THE ELECTION OF EACH DIRECTOR NOMINEE UNLESS STOCKHOLDERS SPECIFY A CONTRARY VOTE.**

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**DIRECTORS AND CORPORATE GOVERNANCE**

**Director Biographical Information and Qualifications**

Set forth below is a description of the business experience of each director, with the exception of Philip F. Murtaugh, Robert E. Rossiter and Curtis J. Clawson, as well as the specific qualifications, skills and experiences considered by the Nominating Committee and the Board in recommending our slate of director nominees. Mr. Murtaugh resigned from the Board in January 2011, Mr. Rossiter resigned from the Board in September 2011 and Mr. Clawson is not nominated for reelection to the Board and accordingly, his term as director will end at the Annual Meeting. Each director listed below is nominated for reelection to the Board for a term expiring at the annual meeting of stockholders in 2013. See Election of Directors (Proposal No. 1).

*Thomas P. Capo*

**Biography**

Mr. Capo has been a director of Lear since November 2009. Mr. Capo was Chairman of Dollar Thrifty Automotive Group, Inc. from October 2003 until November 2010. Mr. Capo was a Senior Vice President and the Treasurer of DaimlerChrysler Corporation from November 1998 to August 2000, Vice President and Treasurer of Chrysler Corporation from 1993 to 1998, and Treasurer of Chrysler Corporation from 1991 to 1993. Prior to holding these positions, Mr. Capo served as Vice President and Controller of Chrysler Financial Corporation. Mr. Capo also serves as a director of Dollar Thrifty Automotive Group Inc. and Cooper Tire & Rubber Company. Previously, Mr. Capo also served as a director of JLG Industries, Inc., Sonic Automotive, Inc. and MicroHeat, Inc.

**Qualifications**

Executive management and leadership experience, including in the automotive industry

Extensive experience in finance, treasury, financial reporting, investment analysis and management and compliance and internal controls

Public company directorship and committee experience, including in the automotive industry and at board chairman level former chairman of the board of an automotive company

Core leadership and management skills

Independent of management



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*Jonathan F. Foster*

**Biography**

Mr. Foster has been a director of Lear since November 2009. Mr. Foster is Managing Director of Current Capital LLC, a private equity and portfolio company management firm. Previously, from 2007 until 2008, Mr. Foster served as a Managing Director and Co-Head of Diversified Industrials and Services at Wachovia Securities. From 2005 until 2007, he served as Executive Vice President Finance and Business Development of Revolution LLC. From 2002 until 2004, Mr. Foster was a Managing Director of The Cypress Group, a private equity investment firm and from 2001 until 2002, he served as a Senior Managing Director of Bear Stearns & Co. From 1999 until 2000, Mr. Foster served as the Executive Vice President, Chief Operating Officer and Chief Financial Officer of Toysrus.com, Inc. Previously, Mr. Foster was with Lazard Frères & Company LLC for over ten years in various positions, including as a Managing Director. Mr. Foster also is a director of Masonite Inc. and Chemtura Corporation; he also serves as a Trustee of the New York Power Authority.

**Qualifications**

Extensive experience as an investment banker, private equity investor and director with industrial companies, including those in the automotive sector

Executive management experience

Experience in financial statement preparation and accounting, financial reporting and compliance and internal controls

Extensive transactional experience in mergers and acquisitions, debt financings and equity offerings

Public company directorship and committee experience, including with global manufacturing companies

Independent of management

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*Conrad L. Mallett, Jr.*

**Biography**

Justice Mallett, who has been a director of Lear since August 2002, was reappointed Chief Administrative Officer of the Detroit Medical Center in January 2012 after serving as President and CEO of the Detroit Medical Center's Sinai-Grace Hospital from August 2003 until December 2011. Prior to that, Justice Mallett served as the Chief Legal and Administrative Officer of the Detroit Medical Center beginning in March 2003. Previously, he served as President and General Counsel of La-Van Hawkins Food Group LLC from April 2002 to March 2003, and Chief Operating Officer for the City of Detroit from January 2002 to April 2002. From August 1999 to April 2002, Justice Mallett was General Counsel and Chief Administrative Officer of the Detroit Medical Center. Justice Mallett was also a Partner in the law firm of Miller, Canfield, Paddock & Stone from January 1999 to August 1999. Justice Mallett was a Justice of the Michigan Supreme Court from December 1990 to January 1999 and served a two-year term as Chief Justice beginning in 1997. Justice Mallett is a director of Kelly Services, Inc.

**Qualifications**

Extensive legal and governmental experience, including significant involvement in state and municipal improvement activities

Executive management experience

Leadership experience gained as Chief Justice of the Michigan Supreme Court

Public company directorship and committee experience

Independent of management



**Table of Contents***Donald L. Runkle***Biography**

Mr. Runkle has been a director of Lear since November 2009. Mr. Runkle currently serves as Chief Executive Officer of EcoMotors International and has held this position since 2009. Since 2005, Mr. Runkle has provided consulting services in business and technical strategy, and, from 2006 to 2007, he also was a consultant for Solectron Corporation. Mr. Runkle also serves as an Operating Executive Advisor for Tennenbaum Capital Partners LLC and has held this position since 2005. From 1999 until 2005, Mr. Runkle held various executive-level positions at Delphi Corporation, including Vice Chairman and Chief Technology Officer from 2003 until 2005, President, Delphi Dynamics and Propulsion Sector, and Executive Vice President from 2000 to 2003 and President, Delphi Energy and Engine Management Systems, and Vice President, Delphi Automotive Systems, from 1999 to 2000. Previously, Mr. Runkle was employed by General Motors Corporation for over 30 years in various management and executive-level positions, most recently Vice President and General Manager of Delphi Energy and Engine Management and Automotive Systems from 1996 until 1999. Mr. Runkle also serves as a director of Environmental Systems Products Company, WinCup Corporation, Transonic Combustion Inc., EcoMotors International and the Lean Enterprise Institute. Mr. Runkle previously served as Chairman of Autocam and EP Management.

**Qualifications**

Executive management experience, including in the automotive industry

Directorship experience, including in the automotive industry, at board chairman level and with a public company

Independent of management

*Matthew J. Simoncini***Biography**

Mr. Simoncini has been a director of Lear since September 2011. Mr. Simoncini is the Company's President and Chief Executive Officer, a position he has held since September 2011. Mr. Simoncini most recently served as the Company's Senior Vice President and Chief Financial Officer, a position he held from October 2007 until September 2011. Previously, he served in other positions at the Company, including as Senior Vice President, Finance and Chief Accounting Officer since August 2006, Vice President, Global Finance since February 2006, Vice President of Operational Finance since June 2004, Vice President of Finance Europe since 2001 and prior to 2001, in various senior financial management positions for both the Company and UT Automotive, Inc.

**Qualifications**

Executive management experience with Lear, current President and Chief Executive Officer, former Senior Vice President and Chief Financial Officer

Extensive international experience with Lear

Record of leadership, achievement and execution of our business and global strategy

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*Gregory C. Smith*

**Biography**

Mr. Smith has been a director of Lear since November 2009. Mr. Smith, a retired Vice Chairman of Ford Motor Company, currently serves as Principal of Greg C. Smith LLC, a private management consulting firm, a position he has held since 2007. Previously, Mr. Smith was employed by Ford Motor Company for over 30 years until 2006. Mr. Smith held various executive-level management positions at Ford Motor Company, most recently serving as Vice Chairman from 2005 until 2006, Executive Vice President and President Americas from 2004 until 2005, Group Vice President Ford Motor Company and Chairman and Chief Executive Officer Ford Motor Credit Company from 2002 to 2004, Vice President, Ford Motor Company, and President and Chief Operating Officer, Ford Motor Credit Company, from 2001 to 2002. Mr. Smith served as a director of Fannie Mae from 2005 until 2008. Currently, Mr. Smith serves as a director of Penske Corporation and Solutia Inc.

**Qualifications**

Executive management experience, including in the automotive industry

Experience and knowledge of automotive company operations, including engineering, manufacturing and finance

Extensive experience and knowledge of automotive industry

Public company directorship and committee experience

Independent of management

*Henry D.G. Wallace*

**Biography**

Mr. Wallace has served as the Company's Non-Executive Chairman since August 2010 and has been a director of Lear since February 2005. Mr. Wallace worked for 30 years at Ford Motor Company until his retirement in 2001 and held several executive-level operations and financial oversight positions while at Ford, most recently as Group Vice President, Mazda and Asia Pacific Operations in 2001, Chief Financial Officer in 2000 and Group Vice President, Asia Pacific Operations in 1999. Mr. Wallace served as President and CEO of Mazda Motor Corporation in 1996 and 1997. Mr. Wallace also serves as a director of AMBAC Financial Group, Inc. and Diebold, Inc. Mr. Wallace formerly served as a director of Hayes Lemmerz International, Inc. ( Hayes Lemmerz ).

**Qualifications**

Executive management experience, including in the automotive industry

Experience and leadership with a global manufacturing company

Experience in finance, financial statement preparation and accounting, financial reporting and compliance and internal controls

Extensive international experience in Asia, Europe and Latin America

Leadership experience on boards of several public companies

Independent of management

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**Certain Legal Proceedings**

Mr. Simoncini currently serves as the Company’s President and Chief Executive Officer, and also has served as the Company’s Senior Vice President and Chief Financial Officer, as described above. In July 2009, the Company filed for reorganization under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”).

Mr. Runkle held various executive-level positions at Delphi Corporation, as described above, until he retired in July 2005. Delphi Corporation filed for reorganization under chapter 11 of the Bankruptcy Code in October 2005.

**Criteria for Selection of Directors**

The following are the general criteria for the selection of our directors that the Nominating Committee utilizes in evaluating candidates for Board membership. None of the following criteria should be construed as minimum qualifications for director selection nor is it expected that director nominees will possess all of the criteria identified. Rather, they represent the range of complementary talents, backgrounds and experiences that the Nominating Committee believes would contribute to the effective functioning of our Board. The Nominating Committee considers, without limitation, a director nominee’s independence, skills and other attributes, experience, perspective, background and diversity. The general criteria set forth below are not listed in any particular order of importance:

Background, experience and record of achievement, including, without limitation, in the automotive industry;

Diversity with respect to viewpoints, background, experience, skill, education, national origin, gender, race, age, culture and current affiliations;

Personal and professional ethics and integrity, collegiality, objective perspective and practical judgment;

Ability and willingness to devote sufficient time to carry out duties and responsibilities effectively;

Commitment to maximizing intrinsic shareholder value;

Finance and accounting expertise; and

Independence – a majority of directors must be independent.

Our Corporate Governance Guidelines and Nominating Committee charter provide guidelines with respect to the consideration of director candidates. Under these guidelines, the Nominating Committee is responsible for, subject to approval by the Board, establishing and periodically reviewing the criteria for Board membership and selection of new directors, including independence standards. The Nominating Committee also may recommend to the Board changes to the portfolio of director skills, experience, perspective and background required for the effective functioning of the Board considering our strategy and the regulatory, geographic and market environments. Any such changes to the director selection criteria must be approved by the Board. The Nominating Committee screens candidates and recommends director nominees who are approved by the Board.

The Nominating Committee considers candidate,000(7) 1.10 12/14/2021 600,000(8) 1.25 2/22/2022

Michael J. Senken

50,000 100,000(12) 0.87 1/14/2020 33,333 66,667(2) 1.65 2/22/2020 8,333 16,667(3) 1.20 5/10/2020 50,000(4) 1.35 1/4

- (1) The unexercisable portion of this option vests and becomes exercisable on July 31, 2012.
- (2) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of February 23, 2012 and 2013.

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- (3) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of May 11, 2012, and 2013.
  - (4) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of January 5, 2012, 2013 and 2014.
  - (5) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of March 18, 2012, 2013 and 2014.
  - (6) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of June 29, 2012, 2013 and 2014.
  - (7) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of December 14, 2012, 2013 and 2014.
  - (8) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of February 23, 2013, 2014 and 2015.
  - (9) Mr. Taylor received these options for consulting services prior to his appointment as President and Chief Operating Officer.
  - (10) The unexercisable portion of this option vests and becomes exercisable on September 22, 2012.
  - (11) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of August 3, 2012, 2013 and 2014.
  - (12) The unexercisable portion of this option vests and becomes exercisable in equal installments on each of January 15, 2012 and 2013
- During 2011, Mr. Petit exercised 275,000 options at an exercise price of \$0.73, and 187,500 options with an exercise price of \$0.50.

*MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan*

MiMedx, Inc. adopted its 2006 Stock Incentive Plan effective November 27, 2006 (the *Plan*). The Plan was assumed by Alynx, Co. in a merger transaction (the *Merger*), and thereafter by MiMedx Group, Inc. In July 2008, the Plan was renamed the *MiMedx Group, Inc. Assumed 2006 Stock Incentive Plan*. The Plan is administered by the Compensation Committee.

**Assumption of the SpineMedica Corp. Stock Option Plans**

Each stock option to purchase shares of SpineMedica Corp.'s common stock (each a *SpineMedica Stock Option*) that was outstanding immediately prior to the acquisition of SpineMedica Corp., whether or not then vested or exercisable (each, an *Assumed Option*), as adjusted, was assumed by MiMedx, Inc. when it acquired SpineMedica Corp., by Alynx, Co. upon consummation of the Merger, and thereafter by MiMedx Group, Inc.

*MiMedx, Inc. 2005 Assumed Stock Plan (formerly the SpineMedica Corp. 2005 Employee, Director and Consultant Stock Plan)*

MiMedx, Inc. assumed the SpineMedica Corp. 2005 Employee, Director, and Consultant Stock Plan (the *2005 Assumed Plan*) in connection with its acquisition of SpineMedica Corp. in July 2007. Following MiMedx, Inc.'s acquisition of SpineMedica Corp., the Board of Directors of MiMedx, Inc. declared that no awards (as defined in the 2005 Assumed Plan) would be issued under the 2005 Assumed Plan. The 2005 Assumed Plan was assumed by Alynx, Co. in the Merger and thereafter by MiMedx Group, Inc. The 2005 Assumed Plan is administered by the Compensation Committee. All share amounts in this section represent number of shares of MiMedx Group, Inc. common stock. As of December 31, 2011, options to acquire 365,000 shares are outstanding.

**Table of Contents*****MiMedx, Inc. Assumed 2007 Stock Plan (formerly the SpineMedica Corp. 2007 Stock Incentive Plan)***

MiMedx, Inc. assumed the SpineMedica Corp. 2007 Stock Incentive Plan (the 2007 Assumed Plan) in connection with its acquisition of SpineMedica Corp. in July 2007. Following MiMedx, Inc.'s acquisition of SpineMedica Corp., the Board of Directors of MiMedx, Inc. declared that no awards (as defined in the 2007 Assumed Plan) shall be issued under the 2007 Assumed Plan. The 2007 Assumed Plan was assumed by Alynx, Co. in the Merger and thereafter by MiMedx Group, Inc. The 2007 Assumed Plan is administered by the Compensation Committee. All share amounts in this section represent number of shares of MiMedx Group, Inc. common stock. As of December 31, 2011, options to acquire 10,000 shares are outstanding.

**Potential Payments upon Termination or Change in Control**

The Company has entered into change-in-control severance agreements with each of the Named Executive Officers. The agreements provide for compensation to the executive in the event the executive's employment with the Company is terminated following the consummation of a change-in-control for reasons other than the executive's death, disability or for Cause (as defined in the respective agreements), or if the executive voluntarily terminates employment for Good Reason (as defined in the respective agreements). The compensation payable under the agreements is a lump sum severance payment equal to a multiple of the executive's annual base salary and targeted base bonus as of the date of the change-in-control. The multiple applicable to Mr. Petit is three. The multiple applicable to Mr. Taylor is one and a half and the multiple applicable to Mr. Senken is one. In addition, following termination of employment, the executives are entitled to receive for a period of three years in the case of Mr. Petit, 18 months in the case of Mr. Taylor and one year in the case of Mr. Senken life, health insurance coverage (subject to a COBRA election), and certain other fringe benefits equivalent to those in effect at the date of termination and will be entitled to receive additional amounts, if any, relating to any excise taxes imposed on the executive as a result of Section 280G of the Code. The agreements require the executive to comply with certain covenants that preclude the executive from competing with the Company or soliciting customers or employees of the Company for a period following termination of employment equal to the period for which fringe benefits are continued under the applicable agreement. The agreements expire three years after a change in control of the Company or any successor to the Company.

Upon a change in control, as defined in the 2006 Stock Incentive Plan and subject to any requirements of Section 409A of the Internal Revenue Code of 1986, as amended (the Code), all outstanding awards vest and become exercisable.

Upon a Corporate Transaction (as defined in the 2005 Assumed Plan) and subject to any Code Section 409A requirements, with respect to outstanding options the administrator (currently the Compensation Committee) shall (i) make appropriate provision for the continuation of such options by substituting on an equitable basis for the shares then subject to such options either the consideration payable with respect to the outstanding shares of common stock in connection with the Corporate Transaction or securities of any successor or acquiring entity, or (ii) upon written notice to the participants, provide that all options must be exercised, within a specified number of days of the date of such notice, at the end of which period the options shall terminate, or (iii) terminate all options in exchange for a cash payment equal to the excess of the fair market value of the shares subject to such options over the exercise price thereof. With respect to outstanding stock grants, the administrator shall either (i) make appropriate provisions for the continuation of such stock grants by substituting on an equitable basis for the shares then subject to such stock grants either the consideration payable with respect to the outstanding shares of common stock in connection with the Corporate Transaction or securities of any successor or acquiring entity, or (ii) upon written notice to the participants, provide that all stock grants must be accepted (to the extent then subject to acceptance) within a specified number of days of the date of such notice, at the end of which period the offer of the stock grants shall terminate, or (iii) terminate all stock grants in exchange for a cash payment equal to the excess of the fair market value of the shares subject to such stock grants over the purchase price thereof, if any. In addition, in the event of a Corporate Transaction, the administrator may waive any or all Company repurchase rights with respect to outstanding stock grants.

Upon a change in control, as defined in the 2007 Assumed Plan and subject to any Code Section 409A requirements, all options and SARs outstanding as of the date of such change in control shall become fully exercisable, whether or not then otherwise exercisable. Any restrictions, performance criteria and/or vesting conditions applicable to any restricted award shall be deemed to have been met, and such awards shall become fully vested, earned and payable to the fullest extent of the original grant of the applicable award. Notwithstanding the foregoing, in the event of a merger, share exchange, reorganization, sale of all or substantially all of the assets of the Company, the administrator (currently the Compensation Committee) may, in its sole and absolute discretion, determine that any or all awards granted pursuant to the 2007 Assumed Plan shall not vest or become exercisable on an accelerated basis, if the Company or the surviving or acquiring corporation shall have taken such action, including but not limited to the assumption of awards granted under the 2007 Assumed Plan or the grant of substitute awards, as the administrator determines appropriate to protect the rights and interest of participants under the 2007 Assumed Plan.



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The following table sets forth in tabular form estimates of the potential post-employment payments due to the Named Executive Officers under the agreements discussed above, assuming the triggering event for the payments occurred on the last business day of the last fiscal year.

Executive	Cash Severance (1)(2)	Estimated Benefits (2)(3)	Estimated	Estimated	Retirement Plans
			Value of Accelerated Equity Awards (4)	280G Tax Gross-Ups (2)	
Parker H. Petit	\$ 1,462,500	\$ 45,525	\$ 861,625	\$ 817,055	\$
William C. Taylor	\$ 900,000	\$ 22,763	\$ 344,650	\$ N/A	\$
Michael J. Senken	\$ 450,000	\$ 17,382	\$ 254,250	\$ N/A	\$

- (1) Includes a) annual base salary as of December 31, 2011, plus b) annual targeted bonus for the year ended December 31, 2011, times the multiple applicable to the named executive.
- (2) Payable only in the event the executive's employment is terminated without cause or for good reason within three years of following a change in control
- (3) Includes a) the estimated value of medical, dental, vision and life insurance, plus b) the employer's cost of FICA for the duration of the severance period.
- (4) Includes the accelerated value of unvested stock options as of December 31, 2011 which are in-the-money based on the December 31, 2011 stock price.

**Table of Contents****DIRECTOR COMPENSATION**

The following table provides information concerning compensation of our directors for the year ended December 31, 2011. The compensation reported is for services as directors. Only those directors who received compensation for such services during the year ended December 31, 2011, are listed.

Name	Fees Earned or Paid in Cash (1)	Stock Awards \$	Option Awards \$	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total \$
Kurt M. Eichler	\$ 56,194		8,850	(2)(3)			65,044
Larry W. Papasan	\$ 64,195		8,850	(2)(4)			73,045
Charles E. Koob	\$ 42,694		8,850	(2)(5)			51,544
Andrew K. Rooke, Jr.	\$ 37,694		8,850	(2)(4)			46,544
Joseph G. Bleser	\$ 69,070		8,850	(6)			77,914
J. Terry Dewberry	\$ 71,945		8,850	(6)			80,789
Bruce Hack	\$ 37,694		8,850	(6)			46,538
Steve Gorlin	\$		8,850	(7)			8,843

- (1) Amount represents fees paid in during the year ended December 31, 2011.
- (2) Annual stock option grant of 15,000 shares which vests in equal installments on December 14, 2012, 2013 and 2014.
- (3) Mr. Eichler has an aggregate of 30,000 options outstanding and no outstanding stock awards as of December 31, 2011.
- (4) Named director has an aggregate of 80,000 options outstanding and no outstanding stock awards as of December 31, 2011.
- (5) Mr. Koob has an aggregate of 130,000 options outstanding and no outstanding stock awards as of December 31, 2011.
- (6) Named director has an aggregate of 65,000 options outstanding and no outstanding stock awards as of December 31, 2011.
- (7) Mr. Gorlin has an aggregate of 110,000 options outstanding and not outstanding stock awards as of December 31, 2011.
- (8) The Company follows the provisions of ASC topic 718 Compensation Stock compensation which requires the use of the fair-value based method to determine compensation for all arrangements under which employees and others receive shares of stock or equity instruments. The assumptions made in the valuation of our option awards is disclosed in Note 11 to our consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2011.

Our compensation policy for our non-employee directors is as follows:

an annual cash retainer of \$25,000 for service as a member of the Board;

an annual cash retainer of \$10,500 for service as a chairman of the Audit Committee;

an annual cash retainer of \$7,500 for service as a chairman of the Compensation Committee;

an annual cash retainer of \$5,000 for service as a chairman of the Nominating and Governance Committee;

an annual cash retainer of \$2,500 for service as a non-chairman member of a Board committee; and

meeting attendance fees of \$1,000 per Board of Directors or committee meeting attended in person and \$1,000 per Board of Directors or committee meeting attended telephonically.

Each non-employee director also receives a grant of 45,000 options to purchase our common stock upon being first elected or appointed to the Board of Directors. The options vest in three equal installments on each anniversary of the grant date over three years. Directors who are employees of the Company receive no compensation for their service as directors or as members of board committees.

**Table of Contents****Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters****EQUITY COMPENSATION PLAN INFORMATION**

The following table provides information about our equity compensation plans of MiMedx as of December 31, 2011:

Plan Category	A	B	C
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights reflected in column (A)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))*
Equity compensation plans approved by security holders	10,333,583	\$ 1.17	2,541,417
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>10,333,583</b>	<b>\$ 1.17</b>	<b>2,541,417</b>

The following table sets forth certain information regarding our capital stock, beneficially owned as of April 15, 2012, by each person known to us to beneficially own more than 5% of our common stock, each Named Executive Officer and director, and all directors and executive officers as a group. We calculated beneficial ownership according to Rule 13d-3 of the Exchange Act as of that date. Unless otherwise indicated below, the address of those identified in the table is MiMedx Group, Inc., 60 Chastain Center Blvd., Suite 60, Kennesaw, GA 30144.

Name and address of beneficial owner	Number of Shares (1)	Percentage Ownership (1)
Parker H. Pete Petit (2)	12,529,420	14.87%
Steve Gorlin (3)	2,210,445	2.62%
Charles E. Koob (4)	1,564,653	1.86%
William C. Taylor (5)	965,895	1.15%
Bruce L. Hack (6)	696,768	*
Kurt M. Eichler (7)	723,406	*
Roberta McCaw (8)	338,299	*
Andrew K. Rooke, Jr. (9)	215,166	*
Larry W. Papasan (10)	183,668	*
Michael J. Senken (11)	236,668	*
J. Terry Dewberry (12)	54,166	*
Joseph Bleser (13)	97,085	*
<b>Total Directors and Executive Officers (12 persons)(15)</b>	<b>19,815,639</b>	<b>23.52%</b>



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\* Less than 1%

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to shares beneficially owned. Unless otherwise specified, reported ownership refers to both voting and investment power. Stock options, warrants and convertible securities which are exercisable within 60 days are deemed to be beneficially owned. On March 31, 2012, there were 78,089,596 shares of common stock issued and outstanding, net of 50,000 shares of common stock held in treasury.
- (2) Includes (i) 5,201,088 shares held by Mr. Petit; (ii) 1,050,000 shares of common stock issuable upon the exercise of vested options; (iii) 3,264,999 shares that are subject to currently exercisable warrants; (iv) 975,000 shares of common stock and currently exercisable warrants to purchase 325,000 shares of common stock held by each of Cox Road Partners, LLLP, Cox Road Partners II, LLLP, and Petit Investments II, LLLP, limited liability limited partnerships over which Mr. Petit possesses sole voting and investment control and for which Mr. Petit serves as General Partner; (v) 150,000 shares of common stock and held by the Parker H. Petit Grantor Trust over which Mr. Petit serves as the trustee; and (vi) 150,000 shares of common stock held by Petit Investments, LP, a limited partnership where Mr. Petit serves as General Partner and Limited Partner and possesses shared voting and investment control.
- (3) Includes (i) 1,685,657 shares held in a trust for the benefit of Mr. Gorlin; (ii) 434,788 shares held by Mr. Gorlin's wife; and (iii) 90,000 shares that are subject to currently exercisable stock options.
- (4) Includes (i) 615,000 shares held jointly by Mr. Koob and his wife; (ii) 764,410 shares held individually by Mr. Koob; (iii) 110,000 shares that are subject to currently exercisable stock options; and (iv) 75,243 shares that may be acquired upon the exercise of warrants held individually by Mr. Koob.
- (5) Includes (i) 450,935 shares owned by Mr. Hack; (ii) 208,333 shares that are subject to currently exercisable warrants; and (iii) 37,500 shares that are subject to currently exercisable stock options.
- (6) Includes (i) 62,550 shares owned by Mr. Taylor and (ii) 903,345 shares that are subject to currently exercisable stock options.
- (7) Includes (i) 638,159 shares owned by Mr. Eichler (ii) 10,000 shares that are subject to currently exercisable stock options and (iii) 75,247 shares that may be acquired upon the exercise of warrants.
- (8) Includes (i) 205,174 shares owned by Ms. McCaw and (ii) 133,125 shares that are subject to currently exercisable stock options.
- (9) Includes (i) 155,166 shares owned by Mr. Rooke; and (ii) 60,000 shares that are subject to currently exercisable stock options.
- (10) Includes (i) 61,168 shares owned by Mr. Papasan; (ii) 62,500 shares held in a trust for the benefit of Mr. Papasan; (iii) 60,000 shares that are subject to currently exercisable stock options.
- (11) Includes 531,666 shares that are subject to currently exercisable stock options.
- (12) Includes (i) 16,166 shares owned by Mr. Dewberry; and (ii) 37,500 shares that are subject to currently exercisable stock options.
- (13) Includes (i) 59,585 shares owned by Mr. Bleser; and (ii) 37,500 shares that are subject to currently exercisable stock options.
- (14) Includes (i) shares controlled or held for the benefit of the executive officers and directors; (ii) 3,390,902 shares that are subject to stock options that are currently exercisable or exercisable within 60 days; and (iii) 3,623,821 shares that are subject to currently exercisable warrants.

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**Item 13. Certain Relationships and Related Transactions, and Director Independence**

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Policies and Procedures for Approval of Related Party Transactions**

Under its charter, our Audit Committee is responsible for reviewing and approving all transactions or arrangements between the Company and any of our directors, officers, principal stockholders or any of their respective affiliates, associates or related parties. In determining whether to approve or ratify a related party transaction, the Audit Committee considers all relevant facts and circumstances available to it, such as:

whether the terms of the transaction are fair to the Company and at least as favorable to the Company as would apply if the transaction did not involve a related party;

whether there are demonstrable business reasons for the Company to enter into the transaction;

whether the transaction would impair the independence of an outside director; and

whether the transaction would present an improper conflict of interest for any director or executive officer, taking into account the size of the transaction, the direct or indirect nature of the related party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Audit Committee deems relevant.

**Related Transactions**

**2010**

On March 31, 2010, the Company elected to exercise its right to convert the outstanding Note Payable amount from the 3% Convertible Senior Secured Promissory Notes (the "Senior Notes") issued beginning in April 2009 and completed on June 17, 2009. As a result of the Company's election to convert the remaining Notes, Pete Petit, our Chairman of the Board of Directors and CEO received 514,703 shares of MiMedx common stock resulting from the conversion of a \$250,000 note payable and \$7,352 in accrued interest, Chuck Koob, a Company Director received 308,821 shares of MiMedx common stock resulting from the conversion of a \$150,000 note payable and \$4,411 in accrued interest and Roberta McCaw, Chief Legal Counsel, received 205,174 shares of MiMedx common stock resulting from the conversion of a \$100,000 note payable and \$2,587 in accrued interest representing the amount of their original investment plus accrued interest divided by the conversion rate of \$.50 per share.

In October 2010, Pete Petit, Chairman of the Board and CEO advanced the Company \$150,000, Chuck Koob, a Company Director advanced the Company \$50,000 and Kurt Eichler, a Company Director advanced the Company \$50,000 through a Subscription Agreement for a 5% Convertible Promissory Note ("Subscription Agreement") and, in connection therewith, issued a 5% Convertible Promissory Note ("Note") and a Warrant to Purchase Common Stock ("Warrant"), which expires in three years. In November 2010, Pete Petit advanced an additional \$250,000 under the same terms.

In connection with the Subscription Agreement and the Note, the Company issued one Warrant for the number of shares of common stock of the Company by dividing the aggregate amount of the advances by the Conversion Price resulting in 500,000 warrants being issued to purchase MiMedx common stock at an exercise price of \$1.00. The exercise price of the Warrant is the Conversion Price. As a result of these advances Pete Petit received a total of 400,000 warrants which resulted in an additional interest charge recorded by the company of \$228,675 representing the intrinsic value of the conversion option allocated to the warrants issued, Chuck Koob received a total of 50,000 warrants which resulted in an additional interest charge recorded by the company of \$28,413 representing the intrinsic value of the conversion option allocated to the warrants issued and Kurt Eichler received 50,000 warrants which resulted in an additional interest charge recorded by the company of \$30,358.

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The issuance of the aforementioned securities was not registered in reliance on Section 4(2) of the Securities Act of 1933, as amended.

On December 31, 2010, Messrs. Koob and Eichler each holding notes with an initial face value of \$50,000 exercised the conversion option. As a result of this election Mr. Koob received 50,486 shares of MiMedx common stock resulting from the conversion of a \$50,000 note payable and \$486 in accrued interest and Mr. Eichler received 50,493 shares of MiMedx common stock resulting from the conversion of a \$50,000 note payable and \$493 in accrued interest. By virtue of this conversion Mr. Koob also received 25,243 warrants to purchase MiMedx common stock at an exercise price of \$1.50 per share and contingent warrants of 25,243 under the same terms for contingent warrants per the October 2010 Private Placement. Mr. Eichler received 25,247 warrants to purchase MiMedx common stock at an exercise price of \$1.50 per share and contingent warrants of 25,247 under the same terms per the October 2010 Private Placement. Mr. Petit agreed to extend the term of his notes until February 28, 2011, at which time he exercised the conversion option. As of that date Mr. Petit received 406,664 shares of MiMedx common stock resulting from the conversion two notes with a total face value of \$400,000 and accrued interest of \$6,664 and 203,332 warrants to purchase MiMedx common stock at an exercise price of \$1.50 and contingent warrants of 203,332 under the same terms per the October 2010 Private Placement.

In October 2010, the Company commenced a private placement to sell common stock and warrants. Mr. Petit invested \$600,000 in the October 2010 Private Placement, receiving 300,000 warrants with an exercise price of \$1.50, and 300,000 Contingent Warrants at an exercise price of \$0.01 as per the aforementioned terms of the offering.

**2011**

On March 31, 2011, Mr. Petit ( the Lender ) entered into a Subscription Agreement for a 5% Convertible Senior Secured Promissory Note ( Subscription Agreement ) and, in connection therewith, agreed to issue a 5% Convertible Senior Secured Promissory Note ( Note ) Under the terms of the Subscription Agreement, the Company borrowed \$1,300,000 from Mr. Petit resulting in the issuance of 650,000 contingent warrants at an exercise price of \$0.01 per warrant.

From December 27 to December 31, 2011, the Company sold 5% Convertible Senior Secured Promissory Notes (the Notes ) to individual accredited investors for aggregate proceeds of \$5,000,000. The aggregate proceeds included \$500,000 of Notes sold to Mr. Petit resulting in the issuance of 250,000 contingent warrants at an exercise price of \$0.01 per warrant who, as reported on Form 8-K filed with the Commission on October 31, 2011, had committed to lend the Company up to \$1,500,000, to the extent other lenders did not subscribe to the Company s debt offering. The terms of those advances were subject to amendment as authorized by the Company s Board of Directors to be consistent with the final terms of the Company s debt offering.

**Director Independence**

The Board of Directors has determined that Messrs. Hack, Eichler, Rook, Papasan, Dewberry and Bleser qualify as independent based upon the criteria established by the SEC; and, although we are not a listed company , the criteria established by the AMEX.

**Item 14. Principal Accounting Fees and Services**

Cherry Bekeart & Holland LLP ( CBH ) served as MiMedx s independent registered public accounting firm as of December 31, 2011, and 2010.

The following table presents fees billed for professional audit services rendered by Cherry, Bekaert & Holland, L.L.P. for the audit of our annual financial statements for the years ended December 31, 2010 and 2009 and fees billed for other services rendered by Cherry, Bekaert and Holland, L.L.P., our independent registered public accounting firm during these periods.



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	Fiscal year end December 31, 2011	Fiscal Year end December 31, 2010
Audit Fees	\$ 184,114	\$ 90,000
Tax Fees	\$ 18,869	\$ 17,250
All Other Fees	\$	\$

*Audit Fees.* This category includes fees for (i) the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q; and (ii) services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for the relevant periods described above. There were no separate audit-related services or fees.

*Tax Fees.* This category consists of professional services rendered for tax compliance, tax planning, tax return preparation, tax research and tax advice.

*All Other Fees.* This category includes the aggregate fees for products and services that are not reported above under *Audit Fees*, or *Tax Fees*.

**Audit Committee Pre-Approval Policy.**

The Audit Committee has responsibility for the appointment, retention and oversight of the work of our independent auditors, to recommend their selection and engagement, to review and approve in advance all non-audit related work performed by our independent registered public accounting firm prior to the performance of each such service. The Audit Committee is also required to establish formal policies and procedures for the engagement of the independent auditors to provide permitted non-audit services. The Audit Committee gave its pre-approval to all services provided by our independent auditors in fiscal 2011 and 2010. The Audit Committee has determined that the provision of services by Cherry, Bekaert & Holland, L.L.P, is compatible with maintaining the independence of the independent registered public accounting firm.

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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(b) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
31.1 #	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Acts of 2002
31.2 #	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Acts of 2002

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**Notes**

- \* Indicates a management contract or compensatory plan or arrangement
- # Filed herewith

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 27, 2012

MIMEDX GROUP, INC.

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