

Pursuant to 17 CFR 240.24b-2, confidential information has been omitted in places marked “*” and has been filed separately with the Securities and Exchange Commission pursuant to a Confidential Treatment Application filed with the Commission.**

AXOGEN, INC.
PERFORMANCE STOCK UNIT AWARD AGREEMENT

Participant:

Maximum Performance-Based Restricted Stock Units:

Target Performance-Based Restricted Stock Units:

Award Type: Performance-Based Restricted Stock Unit

Award Agreement Plan Name: AxoGen, Inc. 2010 Incentive Stock Plan

Award Date: December 29, 2016

This Agreement, dated as of the 29th day of December, 2016 (the “Grant Date”), is between AxoGen, Inc., a Minnesota corporation (the “Company”), and the Participant. All capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Company’s 2010 Incentive Stock Plan, as Amended and Restated as of May 26, 2016 (the “Plan”).

1 . Grant and Acceptance of Award . The Company hereby indicates its award to the Participant that number of performance-based Restricted Stock Units (the “Units”) set forth herein (the “Award”). Each Unit is equivalent in value to one share of Company Common Stock, par value \$.01 per share (“Share”) and represents the Company’s commitment to issue one Share at a future date, subject to certain eligibility, performance, vesting and other conditions set forth herein. The Award is intended to be granted pursuant to, and is subject to the terms and conditions of, this Agreement and the provisions of the Plan.

2. Eligibility Conditions upon Award of Units . The Participant hereby acknowledges the intent of the Company to award Units subject to certain eligibility, performance, vesting and other conditions set forth herein.

3 . Vesting . All of the Units are nonvested and forfeitable as of the Grant Date. So long as the Participant’s employment is continuous from the Grant Date through the applicable date upon which vesting is scheduled to occur, the Units will become vested and nonforfeitable in accordance with the vesting schedule set forth in this Section 3 subject to the accelerated vesting provisions in Section 7 of this Agreement.

(a) Satisfaction of Performance-Based Conditions . Subject to the timing conditions described in Section 6 of this Agreement, except as otherwise provided in Section 9 of this Agreement and Appendix B, and the satisfaction of the performance conditions set forth on Appendix A to this Agreement during the time period from January 1, 2017 through December 31, 2018 (the “Performance Period”), the Company will issue Shares hereunder to the Participant subject to the further vesting provisions provided in subsection (b) of this Section 3.