

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person* <u>HighCape Capital, L.P.</u> _____ (Last) (First) (Middle) <u>452 5TH AVENUE, 21ST FLOOR</u> _____ (Street) <u>NEW YORK NY 10018</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AZIYO BIOLOGICS, INC. [AZYO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/13/2020		C		4,062,451	A	\$0.00	4,062,451	I	Footnote ⁽¹⁾⁽²⁾⁽³⁾
Class A Common Stock	10/13/2020		X		7,655	A	\$5.4424	4,070,106	I	Footnote ⁽²⁾⁽³⁾⁽⁴⁾
Class A Common Stock	10/13/2020		F		2,451	D	\$5.4424	4,067,655	I	Footnote ⁽²⁾⁽³⁾⁽⁴⁾
Class A Common Stock	10/13/2020		P		441,176	A	\$17	4,508,831	I	Footnote ⁽²⁾⁽³⁾⁽⁵⁾
Class A Common Stock								31,845	I	Held by the Kevin L. Rakin Irrevocable Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Series A Convertible Preferred Stock	(6)	10/13/2020		C		31,133,977	(6)	(6)	Class A Common Stock	4,062,451	\$0.00	0	I	Footnote ⁽¹⁾⁽²⁾⁽³⁾
Warrant	\$5.4424	10/13/2020		X		7,655	03/27/2017	03/01/2027	Class A Common Stock	7,655	\$0.00	0	I	Footnote ⁽²⁾⁽⁴⁾

1. Name and Address of Reporting Person* <u>HighCape Capital, L.P.</u> _____ (Last) (First) (Middle) <u>452 5TH AVENUE, 21ST FLOOR</u> _____ (Street) <u>NEW YORK NY 10018</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>HIGHCAPE PARTNERS, L.P.</u> _____ (Last) (First) (Middle) <u>452 5TH AVENUE, 21ST FLOOR</u> _____ (Street) <u>NEW YORK NY 10018</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>HIGHCAPE PARTNERS QP, L.P.</u> _____ (Last) (First) (Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HighCape Partners GP, LLC](#)

(Last)

(First)

(Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HighCape Partners GP, L.P.](#)

(Last)

(First)

(Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HighCape Co-Investment Vehicle I, LLC](#)

(Last)

(First)

(Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HighCape Co-Investment Vehicle II, LLC](#)

(Last)

(First)

(Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[HighCape Capital, LLC](#)

(Last)

(First)

(Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Zuga Matt](#)

(Last)

(First)

(Middle)

452 5TH AVENUE, 21ST FLOOR

(Street)

NEW YORK NY 10018

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[RAKIN KEVIN](#)

(Last)

(First)

(Middle)

(Street)		
NEW YORK	NY	10018
(City) (State) (Zip)		

Explanation of Responses:

1. Consists of (i) 43,255 shares of Class A common stock held by HighCape Partners, L.P.; (ii) 3,211,838 shares of Class A common stock held by HighCape Partners QP, L.P.; (iii) 499,145 shares of Class A common stock held by HighCape Co-Investment Vehicle I, LLC; (iv) 259,282 shares of Class A common stock held by HighCape Co-Investment Vehicle II, LLC and (v) 48,931 shares of Class A common stock held by HighCape Capital, L.P.
2. Kevin Rakin and W. Matthew Zuga, members of Issuer's board of directors, are the managing members of HighCape Partners GP, LLC, which in turn is the general partner of HighCape Partners GP, L.P., which in turn is the general partner of each of HighCape Partners, L.P. and HighCape Partners QP, L.P. Mr. Rakin and Mr. Zuga are the managing members of HighCape Capital, LLC, which in turn is the general partner of HighCape Capital, L.P. Each of Mr. Rakin, Mr. Zuga, HighCape Partners GP, LLC and HighCape Partners GP, L.P. may be deemed to beneficially own the securities held by HighCape Partners, L.P. and HighCape Partners QP, L.P., and each of Mr. Rakin, Mr. Zuga and HighCape Capital, LLC may be deemed to beneficially own the securities held by HighCape Capital, L.P.
3. In addition, Mr. Zuga is the managing member of each of HighCape Co-Investment Vehicle I, LLC and HighCape Co-Investment Vehicle II, LLC and may be deemed to beneficially own the securities held by such entities. Each of the reporting persons disclaims beneficial ownership of the securities held by the other reporting persons except to the extent of each reporting person's pecuniary interest therein, if any.
4. HighCape Partners QP, L.P. is the record holder of these securities.
5. Consists of (i) 49,118 shares of Class A common stock held by HighCape Partners, L.P.; (ii) 3,652,355 shares of Class A common stock held by HighCape Partners QP, L.P.; (iii) 499,145 shares of Class A common stock held by HighCape Co-Investment Vehicle I, LLC; (iv) 259,282 shares of Class A common stock held by HighCape Co-Investment Vehicle II, LLC and (v) 48,931 shares of Class A common stock held by HighCape Capital, L.P.
6. Each share of Series A preferred stock was automatically converted into 0.071659417 shares of Class A common stock upon the closing of the Issuer's initial public offering. In addition, immediately prior to the consummation of the Issuer's underwritten initial public offering of its Class A common stock, each holder of Series A preferred stockholders received, for each share of Series A preferred stock then held, 0.820876470 shares of Class A common stock (the quotient of \$13.9549 divided by \$17.00, the price per share of Class A common stock in such offering).

<u>/s/ W. Matthew Zuga</u>	<u>10/13/2020</u>
<u>/s/ Kevin Rakin</u>	<u>10/13/2020</u>
<u>HIGHCAPE PARTNERS GP, LLC By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE PARTNERS GP, L.P. By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE PARTNERS, L.P. By: HighCape Partners GP, L.P., its general partner By: HighCape Partners GP, LLC, its general partner By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE PARTNERS QP, L.P. By: HighCape Partners GP, L.P., its general partner By: HighCape Partners GP, LLC, its general partner By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE CAPITAL, L.P. By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE CAPITAL, LLC By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE CO-INVESTMENT VEHICLE I, LLC By: HighCape Partners GP, L.P., its general partner By: HighCape Partners GP, LLC, its general partner By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
<u>HIGHCAPE CO-INVESTMENT VEHICLE II, LLC By: HighCape Partners GP, L.P., its general partner By: HighCape Partners GP, LLC, its general partner By: /s/ W. Matthew Zuga, Managing Member</u>	<u>10/13/2020</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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