

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Carey John F</u> (Last) (First) (Middle) <u>C/O TRANSMEDICS GROUP, INC.</u> <u>200 MINUTEMAN ROAD</u> (Street) <u>ANDOVER MA 01810</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransMedics Group, Inc. [TMDX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> _____ Other (specify below) <u>VP of Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/06/2019</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			

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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$16.5 ⁽¹⁾	05/06/2019		J ⁽¹⁾			920 ⁽¹⁾	(2)	12/16/2020	Common Stock	262	(1)	0	D	
Stock Option (Right to Buy)	\$57.75 ⁽¹⁾	05/06/2019		J ⁽¹⁾		262 ⁽¹⁾		(2)	12/16/2020	Common Stock	262	(1)	262	D	
Stock Option (Right to Buy)	\$0.11 ⁽¹⁾	05/06/2019		J ⁽¹⁾			52,130 ⁽¹⁾	(2)	09/27/2021	Common Stock	14,894	(1)	0	D	
Stock Option (Right to Buy)	\$0.39 ⁽¹⁾	05/06/2019		J ⁽¹⁾		14,894 ⁽¹⁾		(2)	09/27/2021	Common Stock	14,894	(1)	14,894	D	
Stock Option (Right to Buy)	\$0.08 ⁽¹⁾	05/06/2019		J ⁽¹⁾			35,000 ⁽¹⁾	(2)	03/27/2023	Common Stock	10,000	(1)	0	D	
Stock Option (Right to Buy)	\$0.28 ⁽¹⁾	05/06/2019		J ⁽¹⁾		10,000 ⁽¹⁾		(2)	03/27/2023	Common Stock	10,000	(1)	10,000	D	
Stock Option (Right to Buy)	\$0.08 ⁽¹⁾	05/06/2019		J ⁽¹⁾			98,514 ⁽¹⁾	(2)	05/29/2023	Common Stock	28,146	(1)	0	D	
Stock Option (Right to Buy)	\$0.28 ⁽¹⁾	05/06/2019		J ⁽¹⁾		28,146 ⁽¹⁾		(2)	05/29/2023	Common Stock	28,146	(1)	28,146	D	
Stock Option (Right to Buy)	\$0.63 ⁽¹⁾	05/06/2019		J ⁽¹⁾			85,530 ⁽¹⁾	(3)	06/22/2027	Common Stock	24,437	(1)	0	D	
Stock Option (Right to Buy)	\$2.21 ⁽¹⁾	05/06/2019		J ⁽¹⁾		24,437 ⁽¹⁾		(3)	06/22/2027	Common Stock	24,437	(1)	24,437	D	

Explanation of Responses:

- The Stock Options reported herein as being disposed of are options to purchase common stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to the terms of the Agreement and Plan of Merger and Reorganization by and among the Issuer, TransMedics, Inc. and TMDX, Inc., dated April 15, 2019 (the "Merger Agreement"), each outstanding option to purchase shares of common stock of TransMedics, Inc. was converted into an outstanding option to purchase shares of common stock of the Issuer adjusted on a 3.5-for-one basis, with a corresponding adjustment to the exercise price.
- The option is fully vested.
- The option vests as a rate of 2.0833% of the total number of shares each month until the option is fully vested on the fourth anniversary of the vesting commencement date, June 22, 2017.

Remarks:

By: /s/ Stephen Gordon,
Attorney-in-Fact

05/06/2019

** 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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