

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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>ABRAMS CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 222 BERKELEY STREET, 21ST FLOOR (Street) BOSTON MA 02116 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

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			
Common Stock	05/06/2019		C ⁽¹⁾		3,499,859	A	(1)	3,499,859	I	See Footnotes ⁽²⁾⁽³⁾

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				
Series D Convertible Preferred Stock	(1)	05/06/2019		C ⁽¹⁾			9,600,000	(1)	(1)	Common Stock	2,742,856	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Series F Convertible Preferred Stock	(1)	05/06/2019		C ⁽¹⁾			2,649,511	(1)	(1)	Common Stock	757,003	(1)	0	I	See Footnotes ⁽²⁾⁽³⁾⁽⁵⁾

1. Name and Address of Reporting Person*
ABRAMS CAPITAL MANAGEMENT, L.P.
 (Last) (First) (Middle)
 222 BERKELEY STREET, 21ST FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ABRAMS CAPITAL MANAGEMENT, LLC
 (Last) (First) (Middle)
 222 BERKELEY STREET, 21ST FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ABRAMS CAPITAL, LLC
 (Last) (First) (Middle)
 222 BERKELEY STREET, 21ST FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Abrams David C		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Abrams Capital Partners II, L.P.		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Riva Capital Partners III, L.P.		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Riva Capital Management III, LLC		
(Last)	(First)	(Middle)
222 BERKELEY STREET, 21ST FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

Explanation of Responses:

- The Preferred Stock reported herein is preferred 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 as of April 15, 2019 (the "Merger Agreement"), such preferred stock of TransMedics, Inc. was converted into shares of common stock of the Issuer based on (i) the one-for-one ratio on which such shares of preferred stock of TransMedics Inc. were convertible into shares of common stock of TransMedics Inc. according to their terms and (ii) the 3.5-for-one ratio on which shares of common stock of TransMedics, Inc. were converted into shares of common stock of the Issuer (the "Conversion"). The Preferred Stock has no expiration date.
- Shares reported herein as beneficially owned by (i) Abrams Capital, LLC ("Abrams Capital") represent shares held for the account of Abrams Capital Partners II, L.P. ("ACP II") and other private investment funds for which Abrams Capital serves as general partner; and (ii) Riva Capital Management III, LLC ("RCM III") represent shares held for the account of Riva Capital Partners III, L.P. ("Riva III"), for which RCM III serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC") represent the above-referenced shares beneficially owned by private investment funds for which the LP serves as investment manager. The LLC is the general partner of the LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital, RCM III and the LLC. Mr. Abrams is the managing member of Abrams Capital, RCM III, and the LLC.
- Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
- Of the shares converted on May 6, 2019, 4,455,200 shares were held for the account of ACP II; 4,000,000 shares were held for the account of Riva III; RCM III may be deemed to beneficially own 4,000,000 shares; Abrams Capital may be deemed to beneficially own 5,272,400 shares; and all of such shares may be deemed to be beneficially owned by Mr. Abrams, the LP and the LLC. After the completion of the transactions described in Footnote (1), ACP II and Riva III will no longer hold in their respective individual capacities more than 10% of Issuer's common stock and Abrams Capital and RCM III will no longer be deemed to beneficially own more than 10% of Issuer's common stock.
- Of the shares converted on May 6, 2019, 1,229,595 shares were held for the account of ACP II; 1,103,963 shares were held for the account of Riva III; RCM III may be deemed to beneficially own 1,103,963 shares; Abrams Capital may be deemed to beneficially own 1,455,134 shares; and all of such shares may be deemed to be owned by Mr. Abrams, the LP and the LLC. After the completion of the transactions described in Footnote (1), ACP II and Riva III will no longer hold in their respective individual capacities more than 10% of Issuer's common stock and Abrams Capital and RCM III will no longer be deemed to beneficially own more than 10% of Issuer's common stock.

Remarks:

[Abrams Capital Management, L.P., by Abrams Capital Management, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams](#) 05/06/2019

[Abrams Capital Management, LLC, by David C. Abrams, Managing Member /s/ David Abrams](#) 05/06/2019

[Abrams Capital, LLC, by David C. Abrams, Managing Member /s/ David Abrams](#) 05/06/2019

[/s/ David C. Abrams](#) 05/06/2019

