

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Flagship Ventures Fund IV General Partner LLC</u> (Last) (First) (Middle) C/O FLAGSHIP PIONEERING INC. 55 CAMBRIDGE PARKWAY, SUITE 800E (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>TransMedics Group, Inc. [TMDX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	214,285 ⁽¹⁾	I	By Flagship Ventures Fund IV, L.P. ⁽²⁾
Common Stock	268,736 ⁽¹⁾	I	By Flagship Ventures 2007, L.P. ⁽³⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	571,428 ⁽⁵⁾	(4)	I	By Flagship Ventures Fund IV, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(4)	(4)	Common Stock	400,000 ⁽⁵⁾	(4)	I	By Flagship Ventures Fund IV, L.P. ⁽²⁾
Series F Convertible Preferred Stock	(4)	(4)	Common Stock	283,460 ⁽⁵⁾	(4)	I	By Flagship Ventures Fund IV, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(4)	(4)	Common Stock	359,276 ⁽⁵⁾	(4)	I	By Flagship Ventures Fund 2007, L.P. ⁽³⁾
Series D Convertible Preferred Stock	(4)	(4)	Common Stock	171,428 ⁽⁵⁾	(4)	I	By Flagship Ventures Fund 2007, L.P. ⁽³⁾
Series F Convertible Preferred Stock	(4)	(4)	Common Stock	128,845 ⁽⁵⁾	(4)	I	By Flagship Ventures Fund 2007, L.P. ⁽³⁾
Series B-1 Convertible Preferred Stock	(6)	(6)	Common Stock	132,817 ⁽⁷⁾	(6)	I	By Flagship Ventures Fund 2007, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>Flagship Ventures Fund IV General Partner LLC</u> (Last) (First) (Middle) C/O FLAGSHIP PIONEERING INC. 55 CAMBRIDGE PARKWAY, SUITE 800E (Street) CAMBRIDGE MA 02142		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Flagship Ventures Fund IV, L.P.		
(Last)	(First)	(Middle)
C/O FLAGSHIP PIONEERING INC.		
55 CAMBRIDGE PARKWAY, SUITE 800E		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Flagship Ventures 2007 General Partner LLC		
(Last)	(First)	(Middle)
C/O FLAGSHIP PIONEERING INC.		
55 CAMBRIDGE PARKWAY, SUITE 800E		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
Flagship Ventures Fund 2007, L.P.		
(Last)	(First)	(Middle)
C/O FLAGSHIP PIONEERING INC.		
55 CAMBRIDGE PARKWAY, SUITE 800E		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
AFEYAN NOUBAR		
(Last)	(First)	(Middle)
C/O FLAGSHIP PIONEERING INC.		
55 CAMBRIDGE PARKWAY, SUITE 800E		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

Explanation of Responses:

- As of the date of this Form 3, the Common Stock reported herein is common stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to 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"), such common stock of TransMedics, Inc. will be converted into shares of common stock of the Issuer on a 3.5-for-one basis (the "Common Stock Conversion"). The number of shares in Column 2 reflects the Reporting Person's holdings following the Common Stock Conversion.
- Shares held by Flagship Ventures Fund IV, L.P. ("Flagship Fund IV"). Flagship Ventures Fund IV General Partner LLC ("Flagship Fund IV GP") is the general partner of Flagship Fund IV. Noubar B. Afeyan, Ph.D. is a manager of Flagship Fund IV GP and, for purposes of Flagship Fund IV's investment in the Issuer, Dr. Afeyan may be deemed to have voting and investment power with respect to all shares held by Flagship Fund IV. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
- Shares held by Flagship Ventures Fund 2007, L.P. ("Flagship Fund 2007"). Flagship Ventures 2007 General Partner LLC ("Flagship Fund 2007 GP") is the general partner of Flagship Fund 2007. Dr. Afeyan is a manager of Flagship Fund 2007 GP and, for purposes of Flagship Fund 2007's investment in the Issuer, Dr. Afeyan may be deemed to have voting and investment power with respect to all shares held by Flagship Fund 2007. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
- As of the date of this Form 3, 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 Merger Agreement, each outstanding share of Series C, Series D and Series F preferred stock of TransMedics, Inc. will be 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. are 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. will be converted into shares of common stock of the Issuer (the "Preferred Stock Conversion"). The Preferred Stock has no expiration date.
- The number of shares in Column 3 reflects the Reporting Person's holdings following the Preferred Stock Conversion.
- As of the date of this Form 3, 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 Merger Agreement, each outstanding share of Series B-1 preferred stock of TransMedics, Inc. will be converted into shares of common stock of the Issuer based on (i) the ratio on which such shares of preferred stock of TransMedics Inc. are convertible into shares of common stock of TransMedics Inc. according to their terms, determined by dividing the original issue price of \$3.416 per share by a conversion price of \$12.365, and (ii) the 3.5-for-one ratio on which shares of common stock of TransMedics, Inc. will be converted into shares of common stock of the Issuer (the "Series B-1 Preferred Stock Conversion"). The Preferred Stock has no expiration date.
- The number of shares in Column 3 reflects the Reporting Person's holdings following the Series B-1 Preferred Stock Conversion.

Remarks:

[Flagship Ventures Fund IV](#) [05/01/2019](#)
[General Partner LLC, By: /s/](#)
[Noubar B. Afeyan, Name:](#)

Noubar B. Afeyan, Ph.D.,
Title: Manager
Flagship Ventures Fund IV,
L.P., By Flagship Ventures
Fund IV General Partner LLC,
its general partner, By: /s/ 05/01/2019
Noubar B. Afeyan, Name:
Noubar B. Afeyan, Ph.D.,
Title: Manager
Flagship Ventures Fund 2007
General Partner LLC, By: /s/
Noubar B. Afeyan, Name: 05/01/2019
Noubar B. Afeyan, Ph.D.,
Title: Manager
Flagship Ventures Fund 2007,
L.P., By Flagship Ventures
Fund 2007 General Partner
LLC, its general partner, By: 05/01/2019
/s/ Noubar B. Afeyan, Name:
Noubar B. Afeyan, Ph.D.,
Title: Manager
/s/ Noubar B. Afeyan, Noubar
B. Afeyan 05/01/2019

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.