

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>ABRAMS CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 222 BERKELEY STREET, 21ST FLOOR (Street) BOSTON MA 02116 (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)
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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 D Convertible Preferred Stock	(1)	(1)	Common Stock	2,742,856 ⁽²⁾	(1)	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾
Series F Convertible Preferred Stock	(1)	(1)	Common Stock	757,003 ⁽²⁾	(1)	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁶⁾

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)

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

1. Name and Address of Reporting Person* <u>ABRAMS CAPITAL, LLC</u> (Last) (First) (Middle) 222 BERKELEY STREET, 21ST FLOOR (Street) BOSTON MA 02116 (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:

- 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 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 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 "Conversion"). The Preferred Stock has no expiration date.
- The number of shares in Column 3 reflects the Reporting Person's holdings following the Conversion.
- As of the date of this Form 3, 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 held on May 1, 2019, 1,272,914 shares were held for the account of ACP II; 1,142,857 shares were held for the account of Riva III; RCM III may be deemed to beneficially own 1,142,857 shares; Abrams Capital may be deemed to beneficially own 1,506,400 shares; and all of such shares may be deemed to be beneficially owned by Mr. Abrams, the LP and the LLC.
- Of the shares held on May 1, 2019, 351,313 shares were held for the account of ACP II; 315,418 shares were held for the account of Riva III; RCM III may be deemed to beneficially own 315,418 shares; Abrams Capital may be deemed to beneficially own 415,753 shares; and all of such shares may be deemed to be owned by Mr. Abrams, the LP and the LLC.

Remarks:

[Abrams Capital Management, L.P., by Abrams Capital Management, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams](#) 05/01/2019

[Abrams Capital Management, LLC, by David C. Abrams, Managing Member /s/ David Abrams](#) 05/01/2019

[Abrams Capital, LLC, by](#) 05/01/2019

<u>David C. Abrams, Managing Member /s/ David Abrams</u>	<u>05/01/2019</u>
<u>/s/ David C. Abrams</u>	
<u>Abrams Capital Partners II, L.P., by Abrams Capital, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams</u>	<u>05/01/2019</u>
<u>Riva Capital Partners III, L.P., by Riva Capital Management III, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams</u>	<u>05/01/2019</u>
<u>Riva Capital Management III, LLC, by David C. Abrams, Managing Member /s/ David Abrams</u>	<u>05/01/2019</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 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.