

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

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>Khayal Tamer I</u>			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"/> Chief Commercial Officer Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)			Rule 10b5-1(c) Transaction Indication					
<u>ANDOVER</u>	<u>MA</u>	<u>01810</u>	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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	04/21/2023		M ⁽¹⁾		10,000	A	\$16.14	24,375	D	
Common Stock	04/21/2023		M ⁽¹⁾		2,026	A	\$16.14	26,401	D	
Common Stock	04/21/2023		S ⁽¹⁾		8,700	D	\$85.44 ⁽²⁾	17,701	D	
Common Stock	04/21/2023		S ⁽¹⁾		1,300	D	\$86.09 ⁽³⁾	16,401	D	
Common Stock	04/21/2023		S ⁽¹⁾		2,026	D	\$90.02 ⁽⁴⁾	14,375 ⁽⁵⁾	D	
Common Stock	04/21/2023		S ⁽⁶⁾		2,775	D	\$90.04 ⁽⁷⁾	17,001	I	By the Khayal Family 2021 Irrevocable Trust
Common Stock								11,051	I	By the Tamer Ibrahim Ahmed Khayal 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						Title
Stock Option (Right to Buy)	\$16.14	04/21/2023		M ⁽¹⁾			10,000	(8)	02/27/2030	Common Stock	10,000	\$0.00	26,249	D	
Stock Option (Right to Buy)	\$16.14	04/21/2023		M ⁽¹⁾			2,026	(8)	02/27/2030	Common Stock	2,026	\$0.00	24,223	D	

Explanation of Responses:

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan entered into on December 2, 2022.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$85.00 to \$85.95, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$86.01 to \$86.18, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$90.00 to \$90.07, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- Includes 13,075 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan entered into on December 12, 2022.

7. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$90.00 to \$90.16, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

8. The option vests at 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, February 27, 2020.

Remarks:

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

04/25/2023

** 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.

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.