
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TRANSMEDICS GROUP, INC.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

83-2181531
(I.R.S. Employer
Identification No.)

200 Minuteman Road, Andover, MA
(Address of Principal Executive Offices)

01810
(Zip Code)

**TransMedics Group, Inc. Amended and Restated 2004 Stock Incentive Plan
TransMedics Group, Inc. Amended and Restated 2014 Stock Incentive Plan
TransMedics Group, Inc. 2019 Stock Incentive Plan
TransMedics Group, Inc. 2019 Employee Stock Purchase Plan**
(Full titles of the plans)

Waleed H. Hassanein, M.D.
President and Chief Executive Officer
200 Minuteman Road
Andover, MA, 01810
(Name and address of agent for service)

(978) 552-0900
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Tara Fisher
Paul Kinsella
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
617-951-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-----------------------------|---|---|----------------------------|
| TransMedics Group, Inc. Amended and Restated 2004 Stock Incentive Plan – Common Stock, no par value per share | 855,181 shares(2) | \$0.85(3) | \$726,904 | \$89 |
| TransMedics Group, Inc. Amended and Restated 2014 Stock Incentive Plan – Common Stock, no par value per share | 735,913 shares(4) | \$2.90(5) | \$2,134,148 | \$259 |
| TransMedics Group, Inc. 2019 Stock Incentive Plan – Common Stock, no par value per share | 3,428,571 shares(6) | \$23.69(7) | \$81,222,847 | \$9,844 |
| TransMedics Group, Inc. 2019 Employee Stock Purchase Plan – Common Stock, no par value per share | 371,142 shares(8) | \$23.69(7) | \$8,792,354 | \$1,066 |
| TOTAL | 5,390,807 shares | | \$92,876,253 | \$11,258 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Represents shares of Common Stock issuable upon exercise or settlement of awards previously granted under the TransMedics Group, Inc. 2004 Amended and Restated Stock Incentive Plan (formerly the TransMedics, Inc. Amended and Restated 2004 Stock Incentive Plan) (the “2004 Plan”) that are outstanding as of the date of this Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933, as amended. For the shares of Common Stock reserved for issuance upon the exercise of outstanding awards granted under the 2004 Plan, the Proposed Maximum Offering Price Per Share is \$0.85 per share, which is the weighted average exercise price (rounded to the nearest cent) of the outstanding awards under the 2004 Plan.
- (4) Represents shares of Common Stock issuable upon exercise or settlement of awards previously granted under the TransMedics Group, Inc. Amended and Restated 2014 Stock Incentive Plan (formerly the TransMedics, Inc. Amended and Restated 2014 Stock Incentive Plan) (the “2014 Plan”) that are outstanding as of the date of this Registration Statement. To the extent that shares of Common Stock issuable upon the exercise or settlement of such awards expire or are terminated, surrendered or cancelled without the delivery of shares of Common Stock, are forfeited to or repurchased by the registrant, or otherwise become available again for grant, in each case, on or after the date of this Registration Statement, such shares of Common Stock will be available for issuance under the TransMedics Group, Inc. 2019 Stock Incentive Plan (the “2019 Plan”).
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933, as amended. For the shares of Common Stock reserved for issuance upon the exercise or settlement of outstanding awards granted under the 2014 Plan, the Proposed Maximum Offering Price Per Share is \$2.90 per share, which is the weighted average exercise price (rounded to the nearest cent) of the outstanding awards under the 2014 Plan.
- (6) Represents shares of Common Stock reserved for issuance under the 2019 Plan.
- (7) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) based on the average high and low prices of the registrant’s Common Stock as reported by the Nasdaq Global Market on May 3, 2019 to be \$25.99 and \$21.38, respectively.
- (8) Represents shares of Common Stock reserved for issuance under the TransMedics Group, Inc. 2019 Employee Stock Purchase Plan (the “ESPP”).

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants of the 2004 Plan, 2014 Plan, 2019 Plan and ESPP, as required by Rule 428(b). Such documents are not being filed with the Securities and Exchange Commission (the “SEC”) as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We incorporate by reference herein the following documents filed by TransMedics Group, Inc. (the “Registrant”) with the SEC:

- (a) the Registrant’s prospectus filed with the SEC on May 2, 2019 pursuant to Rule 424(b) under the Securities Act relating to the registration statement on Form S-1 (File No. 333-230736), that contains audited financial statements of the Registrant for the latest fiscal period for which such statements have been filed; and
- (b) the description of the Registrant’s Common Stock, no par value per share, which is contained in the Registrant’s registration statement on Form 8-A filed by the Registrant with the SEC under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on May 1, 2019, including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is incorporated or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 2.02 of the Massachusetts Business Corporation Act (the “MBCA”), under which the Registrant is governed, provides that the articles of organization of a corporation may contain a provision eliminating or limiting the personal liability of a director to the corporation for monetary damages for breach of a fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that such provision shall not eliminate or limit the liability of a director (1) for any breach of the director’s duty of loyalty to the corporation or its shareholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for improper distributions under Sections 6.40 of the MBCA or (4) for any transaction from which the director derived an improper personal benefit. Article VI.C of the Registrant’s restated articles of organization provides that a director shall not be liable to the Registrant or its shareholders for damages for any breach of fiduciary duty, except to the extent that the elimination or limitations of liability is not permitted under law.

Section 8.51 of the MBCA provides that a corporation may indemnify a director who is a party to a proceeding because he or she is a director against liability incurred in the proceeding if he or she conducted himself or herself in good faith and he or she reasonably believed that his or her conduct was in the best interests of the corporation or that his or her conduct was at least not

opposed to the best interests of the corporation, and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Section 8.52 of the MBCA requires corporations to indemnify any director who was wholly successful in the defense of any proceeding to which he or she was a party because he or she was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceeding.

Section 8.53 of the MBCA provides that, before the final disposition of a proceeding, a corporation may advance funds to pay for or reimburse the reasonable expenses incurred by a director who is party to such proceeding because he or she is a director if he or she delivers to the corporation (a) a written affirmation of his or her good faith belief that he or she has met the relevant standard of good faith described in Section 8.51 of the MBCA or that the proceeding involves conduct for which liability has been eliminated pursuant to Section 2.02 of the MBCA and (b) a written undertaking with an unlimited general obligation of the director to repay any funds advanced if he or she is not entitled to mandatory indemnification under Section 8.52 and it is ultimately determined, under Section 8.54 or Section 8.55 that he or she does not meet the relevant standard of conduct described in Section 8.51.

Section 8.56 of the MBCA provides that a corporation may indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because he or she is an officer of the corporation to the same extent as a director, and, if he or she is an officer but not a director, to such further extent as may be provided by the articles of organization, the bylaws, a resolution of the board of directors or contract, except for liability arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. Section 8.56 also provides that an officer of the corporation who is not a director is entitled to mandatory indemnification under Section 8.52, and that the officer may apply to a court for indemnification or an advance for expenses, in each case to the same extent to which a director may be entitled to indemnification or advance under those provisions.

Article VI of the Registrant's amended and restated bylaws provide that the Registrant will indemnify, and advance funds to and reimburse expenses of, its directors and its officers that have been appointed by the board of directors to the fullest extent permitted by law, and may indemnify, and advance funds to and reimburse expenses of, such other officers and employees as determined by the board of directors, in each case including those circumstances in which indemnification would otherwise be discretionary. We have entered into indemnification agreements with our directors and officers. These agreements provide broader indemnity rights than those provided under the MBCA and our articles of organization. The indemnification agreements are not intended to deny or otherwise limit third-party or derivative suits against us or our directors or officers, but to the extent a director or officer were entitled to indemnity or contribution under the indemnification agreement, the financial burden of a third-party suit would be borne by us, and we would not benefit from derivative recoveries against the director or officer. Such recoveries would accrue to our benefit but would be offset by our obligations to the director or officer under the indemnification agreement.

Section 8.57 of the MBCA also contains provisions authorizing a corporation to obtain insurance on behalf of any director or officer of the corporation against liabilities asserted against or incurred by him or her in that capacity or arising from his or her status as an officer or officer, whether or not the corporation would have the power to indemnify against such liabilities. The Registrant maintains directors' and officers' liability insurance for the benefit of our directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit

- 4.1 [Restated Articles of Organization \(previously filed as Exhibit 3.3 to the registration statement on Form S-1 on May 1, 2019 \(File No. 333-230736\) and incorporated herein by reference\).](#)
- 4.2 [Amended and Restated Bylaws \(previously filed as Exhibit 3.4 to the registration statement on Form S-1 on April 22, 2019 \(File No. 333-230736\) and incorporated herein by reference\).](#)
- 4.3 [TransMedics Group, Inc. Amended and Restated 2004 Stock Incentive Plan \(formerly the TransMedics, Inc. Amended and Restated 2004 Stock Incentive Plan\) \(previously filed as Exhibit 10.3 to the registration statement on Form S-1 on April 5, 2019 \(File No. 333-230736\) and incorporated herein by reference\).](#)
- 4.4 [TransMedics Group, Inc. Amended and Restated 2014 Stock Incentive Plan \(formerly the TransMedics, Inc. Amended and Restated 2014 Stock Incentive Plan\) \(previously filed as Exhibit 10.5 to the registration statement on Form S-1 on April 5, 2019 \(File No. 333-230736\) and incorporated herein by reference\).](#)

Exhibit

- 4.5 [TransMedics Group, Inc. 2019 Stock Incentive Plan \(previously filed as Exhibit 10.9 to the registration statement on Form S-1 on April 22, 2019 \(File No. 333-230736\) and incorporated herein by reference\).](#)
- 4.6 [TransMedics Group, Inc. 2019 Employee Stock Purchase Plan \(previously filed as Exhibit 10.12 to the registration statement on Form S-1 on April 22, 2019 \(File No. 333-230736\) and incorporated herein by reference\).](#)
- 5.1 [Opinion of Ropes & Gray LLP.](#)
- 23.1 [Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.](#)
- 23.2 [Consent of Ropes & Gray LLP \(included in the opinion filed as Exhibit 5.1\).](#)
- 24.1 [Powers of Attorney \(included on the signature page in Part II\).](#)

Item 9. Undertakings.

- (a) The undersigned Registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;
provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.
 - (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Andover, Commonwealth of Massachusetts, on this 6th day of May, 2019.

TRANSMEDICS GROUP, INC.

By: /s/ Waleed H. Hassanein, M.D.

Name: Waleed H. Hassanein, M.D.

Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Waleed H. Hassanein, M.D. and Stephen Gordon, and each of them acting individually, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by TransMedics Group, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

* * * *

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|-------------|
| <u>/s/ Waleed H. Hassanein, M.D.</u> Waleed H. Hassanein, M.D. | President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | May 6, 2019 |
| <u>/s/ Stephen Gordon</u> Stephen Gordon | Chief Financial Officer, Treasurer and Secretary <i>(Principal Financial Officer and Principal Accounting Officer)</i> | May 6, 2019 |
| <u>/s/ James R. Tobin</u> James R. Tobin | Director | May 6, 2019 |
| <u>/s/ Edward M. Basile</u> Edward M. Basile | Director | May 6, 2019 |
| <u>/s/ Thomas J. Gunderson</u> Thomas J. Gunderson | Director | May 6, 2019 |
| <u>/s/ Edwin M. Kania, Jr.</u> Edwin M. Kania, Jr. | Director | May 6, 2019 |
| <u>/s/ David Weill, M.D.</u> David Weill, M.D. | Director | May 6, 2019 |



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

May 6, 2019

TransMedics Group, Inc.
200 Minuteman Road, Suite 302
Andover, MA 01810

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by TransMedics Group, Inc., a Massachusetts corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 5,390,807 shares of Common Stock, no par value per share, of the Company (the "Shares"). The Shares are issuable under the Company's Amended and Restated 2004 Stock Incentive Plan, the Company's Amended and Restated 2014 Stock Incentive Plan, the Company's 2019 Stock Incentive Plan and the Company's 2019 Employee Stock Purchase Plan (each, a "Plan," and collectively, the "Plans").

We are familiar with the actions taken by the Company in connection with the adoption of the Plans. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Massachusetts Business Corporation Act.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the applicable Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of TransMedics Group, Inc. of our report dated March 29, 2019 relating to the financial statements of TransMedics, Inc., which appears in TransMedics Group, Inc.'s Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-230736).

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
May 6, 2019