

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001430462
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer TransMedics Group, Inc.
SEC File Number 001-38891
Address of Issuer 200 Minuteman Road
Andover
MASSACHUSETTS
01810
Phone 9785520900
Name of Person for Whose Account the Securities are To Be Sold Tamer Khayal

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common Stock	J.P. Morgan Securities LLC 390 Madison Avenue 6th Floor New York NY 10017	75017	8101836	32715316	05/01/2024	Nasdaq

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *
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	Transaction	Whom Acquired	a Gift?	Acquired	Acquired
Common	08/09/2019 Stock Option Exercise	Issuer	<input type="checkbox"/>	1300	08/09/2019 Cash
Common	12/01/2022 Stock Option Exercise	Issuer	<input type="checkbox"/>	11051	12/01/2022 Cash
Common	05/01/2024 Stock Option Exercise	Issuer	<input type="checkbox"/>	59624	05/01/2024 Cash
Common	02/20/2024 Restricted Stock Units	Issuer	<input type="checkbox"/>	3042	02/20/2024 Cash

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	02/07/2024	736	66306
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	02/14/2024	3050	274599
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	02/15/2024	776	69840
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	02/16/2024	2858	257231
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	02/20/2024	250	22500
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	03/01/2024	10000	829905
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	03/08/2024	100	9004
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	04/03/2024	5053	404523
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	04/04/2024	4947	397548
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	04/08/2024	4388	394931
Tamer Khayal 200 MINUTEMAN ROAD ANDOVER MA 01810	Common	04/09/2024	15512	1403065

144: Remarks and Signature

Remarks Some sales under this filing will be from Cashless Option Exercises that will occur within 3 months from the date of filings.

Date of Notice 05/01/2024

Date of Plan Adoption or Giving of Instruction, 09/06/2023
If Relying on Rule 10b5-1

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ J.P. Morgan Securities LLC as agent and attorney-in-fact for Tamer Khayal

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)