UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant \boxtimes

Filed by a Party other than the Registrant \Box

Check the appropriate box:

- Preliminary Proxy Statement
- □ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- □ Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material under §240.14a-12

TRANSMEDICS GROUP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☑ No fee required
- □ Fee paid previously with preliminary materials
- □ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD, SUITE 302 ANDOVER, MA 01810 TRANSMEDICS GROUP, INC. 2024 Annual Meeting

Your Vote Counts!

Vote by May 22, 2024 11:59 PM ET

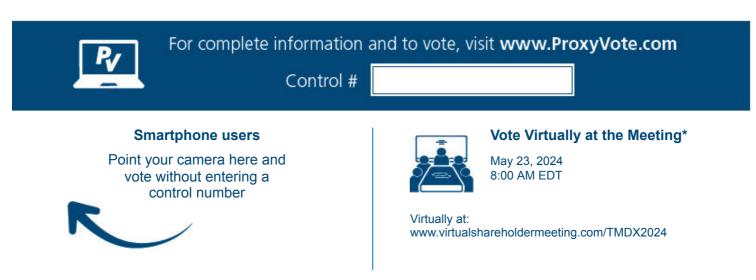


You invested in TRANSMEDICS GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 23, 2024.

Get informed before you vote

View the Notice & Proxy Statement, Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 09, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



* Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Waleed Hassanein, M.D.	S For
1b. James R. Tobin	Ser 6
1c. Edward M. Basile	Sor 🖉
1d. Thomas J. Gunderson	Sor Sor
1e. Edwin M. Kania, Jr.	Sor 🔮
1f. Stephanie Lovell	Sor 🔮
1g. Merilee Raines	Sor 🔮
1h. David Weill, M.D.	Sor Sor
2. To approve, on a non-binding advisory basis, the compensation paid to TransMedics' named executive officers.	Sor Sor
3. To ratify the appointment of PricewaterhouseCoopers LLP as TransMedics Group, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2024.	Sor 6
NOTE: Such other business as may properly come before the meeting or any adjournment thereof	

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Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".