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

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

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, Massachusetts
(Address of principal executive offices)

01810
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Common stock, no par value per share

Name of each exchange on which
each class is to be registered

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-230736**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

TransMedics Group, Inc. (the "Registrant") hereby incorporates by reference the description of its common stock, no par value per share, to be registered hereunder, contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-230736), as originally filed with the Securities and Exchange Commission (the "Commission") on April 5, 2019, as amended (the "Registration Statement"), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: May 1, 2019

TRANSMEDICS GROUP, INC.

By: /s/ Waleed H. Hassanein, M.D.
Name: Waleed H. Hassanein, M.D.
Title: President and Chief Executive Officer