

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* Flagship Ventures Fund IV General Partner LLC (Last) (First) (Middle) C/O FLAGSHIP PIONEERING, INC. 55 CAMBRIDGE PARKWAY, SUITE 800E (Street) CAMBRIDGE MA 02142 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TransMedics Group, Inc. [TMDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	05/06/2019		J ⁽¹⁾		750,000	D	(1)	0	I	By Flagship Ventures Fund IV, L.P. ⁽⁴⁾
Common Stock	05/06/2019		J ⁽¹⁾		214,285	A	(1)	214,285	I	By Flagship Ventures Fund IV, L.P. ⁽⁴⁾
Common Stock	05/06/2019		J ⁽¹⁾		940,579	D	(1)	0	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾
Common Stock	05/06/2019		J ⁽¹⁾		268,736	A	(1)	268,736	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾
Common Stock	05/06/2019		C ⁽²⁾		1,254,888	A	(2)	1,469,173	I	By Flagship Ventures Fund IV, L.P. ⁽⁴⁾
Common Stock	05/06/2019		C ⁽²⁾⁽³⁾		792,366	A	(2)(3)	1,061,102	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾

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					

**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	Amount or Number of Shares				
Series C Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			2,000,000	(2)	(2)	Common Stock	571,428	(2)	0	I	By Flagship Ventures Fund IV, L.P. ⁽⁴⁾
Series D Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			1,400,000	(2)	(2)	Common Stock	400,000	(2)	0	I	By Flagship Ventures Fund IV, L.P. ⁽⁴⁾
Series F Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			992,110	(2)	(2)	Common Stock	283,460	(2)	0	I	By Flagship Ventures Fund IV, L.P. ⁽⁴⁾
Series C Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			1,257,465	(2)	(2)	Common Stock	359,276	(2)	0	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾
Series D Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			600,000	(2)	(2)	Common Stock	171,428	(2)	0	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾
Series F Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			450,958	(2)	(2)	Common Stock	128,845	(2)	0	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾
Series B-1 Convertible Preferred Stock	(3)	05/06/2019		C ⁽³⁾			1,682,665	(3)	(3)	Common Stock	132,817	(3)	0	I	By Flagship Ventures Fund 2007, L.P. ⁽⁵⁾

1. Name and Address of Reporting Person*

[Flagship Ventures Fund IV General Partner LLC](#)

(Last) (First) (Middle)

C/O FLAGSHIP PIONEERING, INC.
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund IV, L.P.](#)

(Last) (First) (Middle)

C/O FLAGSHIP PIONEERING INC.
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures 2007 General Partner LLC](#)

(Last) (First) (Middle)

C/O FLAGSHIP PIONEERING INC.
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)
CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund 2007, L.P.](#)

(Last) (First) (Middle)

C/O FLAGSHIP PIONEERING INC.
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[AFEYAN NOUBAR](#)

(Last) (First) (Middle)

C/O FLAGSHIP PIONEERING, INC.
55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City) (State) (Zip)

Explanation of Responses:

1. The Common Stock reported herein being disposed of is common stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to the Agreement and Plan of Merger and Reorganization by and among the Issuer, TransMedics, Inc. and TMDX, Inc., dated April 15, 2019 (the "Merger Agreement") such common stock of TransMedics, Inc. was converted into shares of common stock of the Issuer on a 3.5-for-one basis.
2. The Preferred Stock reported herein is preferred stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to the Merger Agreement, such Series C, D and F preferred stock of TransMedics, Inc. was converted into shares of common stock of the Issuer based on (i) the one-for-one ratio on which such shares of preferred stock of TransMedics Inc. were convertible into shares of common stock of TransMedics Inc. according to their terms and (ii) the 3.5-for-one ratio on which shares of common stock of TransMedics, Inc. were converted into shares of common stock of the Issuer. The Preferred Stock has no expiration date.
3. The Preferred Stock reported herein is preferred stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to the Merger Agreement, each outstanding share of Series B-1 preferred stock of TransMedics, Inc. was converted into shares of common stock of the Issuer based on (i) the ratio on which such shares of preferred stock of TransMedics Inc. were convertible into shares of common stock of TransMedics Inc. according to their terms, determined by dividing the original issue price of \$3.416 per share by a conversion price of \$12.365, and (ii) the 3.5-for-one ratio on which shares of common stock of TransMedics, Inc. were converted into shares of common stock of the Issuer. The Preferred Stock has no expiration date.
4. Shares held by Flagship Ventures Fund IV, L.P. ("Flagship Fund IV"). Flagship Ventures Fund IV General Partner LLC ("Flagship Fund IV GP") is the general partner of Flagship Fund IV. Noubar B. Afeyan, Ph.D. is a manager of Flagship Fund IV GP and, for purposes of Flagship Fund IV's investment in the Issuer, Dr. Afeyan may be deemed to have voting and investment power with respect to all shares held by Flagship Fund IV. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
5. Shares held by Flagship Ventures Fund 2007, L.P. ("Flagship Fund 2007"). Flagship Ventures 2007 General Partner LLC ("Flagship Fund 2007 GP") is the general partner of Flagship Fund 2007. Dr. Afeyan is a manager of Flagship Fund 2007 GP and, for purposes of Flagship Fund 2007's investment in the Issuer, Dr. Afeyan may be deemed to have voting and investment power with respect to all shares held by Flagship Fund 2007. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.

Remarks:

[Flagship Ventures Fund IV
General Partner LLC, By: /s/
Noubar B. Afeyan, Name: 05/06/2019
Noubar B. Afeyan, Ph.D., Title:
Manager](#)

[Flagship Ventures Fund IV, L.P.,
By Flagship Ventures Fund IV
General Partner LLC, its general
partner, By: /s/ Noubar B.
Afeyan, Name: Noubar B.
Afeyan, Ph.D., Title: Manager 05/06/2019](#)

[Flagship Ventures Fund 2007
General Partner LLC, By: /s/
Noubar B. Afeyan, Name: 05/06/2019
Noubar B. Afeyan, Ph.D., Title:
Manager](#)

[Flagship Ventures Fund 2007,
L.P., By Flagship Ventures Fund
2007 General Partner LLC, its
general partner, By: /s/ Noubar
B. Afeyan, Name: Noubar B.
Afeyan, Ph.D., Title: Manager 05/06/2019](#)

[/s/ Noubar B. Afeyan 05/06/2019](#)

** 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.