

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>ABRAMS CAPITAL MANAGEMENT, L.P.</u> (Last) (First) (Middle) 222 BERKELEY STREET, 21ST FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TransMedics Group, Inc. [TMDX]</u>	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) 02/08/2021	
	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	02/08/2021		S		88,483	D	\$26.239 ⁽¹⁾	3,411,376	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	02/09/2021		S		786,664	D	\$33.3163 ⁽⁵⁾	2,624,712	I	See Footnotes ⁽²⁾⁽³⁾⁽⁶⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
ABRAMS CAPITAL MANAGEMENT, L.P.
 (Last) (First) (Middle)
 222 BERKELEY STREET, 21ST FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ABRAMS CAPITAL MANAGEMENT, LLC
 (Last) (First) (Middle)
 222 BERKELEY STREET, 21ST FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Abrams Capital Partners II, L.P.
 (Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ABRAMS CAPITAL, LLC](#)

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Abrams David C](#)

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riva Capital Partners III, L.P.](#)

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Riva Capital Management III, LLC](#)

(Last) (First) (Middle)

222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. Represents the weighted average sale price of shares sold in a series of open market transactions on the transaction date at prices ranging from \$26.23646 to \$26.2918 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
2. Shares reported herein as beneficially owned by (i) Abrams Capital, LLC ("Abrams Capital") represent shares held for the account of Abrams Capital Partners II, L.P. ("ACP II") and other private investment funds for which Abrams Capital serves as general partner; and (ii) Riva Capital Management III, LLC ("RCM III") represent shares held for the account of Riva Capital Partners III, L.P. ("Riva III"), for which RCM III serves as general partner. Shares reported herein for Abrams Capital Management, L.P. (the "LP") and Abrams Capital Management, LLC (the "LLC") represent shares beneficially owned by private investment funds for which the LP serves as investment manager, including ACP II and Riva III. The LLC is the general partner of the LP. Shares reported herein for Mr. Abrams represent the above referenced shares reported for Abrams Capital, RCM III and the LLC. Mr. Abrams is the managing member of Abrams Capital, RCM III, and the LLC.
3. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in such shares, and the inclusion of such securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.
4. Of the shares sold on February 8, 2021, 41,063 shares were held for the account of ACP II; 36,868 shares were held for the account of Riva III; RCM III may be deemed to beneficially own 36,868 shares; Abrams Capital may be deemed to beneficially own 48,595 shares; and all such shares may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.
5. Represents the weighted average sale price of shares sold in a series of open market transactions on the transaction date at prices ranging from \$33.04461 to \$33.31643 per share. The Reporting Persons undertake to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.
6. Of the shares sold on February 9, 2021, 365,078 shares were held for the account of ACP II; 327,777 shares were held for the account of Riva III; RCM III may be deemed to beneficially own 327,777 shares; Abrams Capital may be deemed to beneficially own 432,043 shares; and all such shares may be deemed to have been beneficially owned by Mr. Abrams, the LP and the LLC.

Remarks:

[Abrams Capital Management, L.P., by Abrams Capital Management, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams](#) 02/10/2021
[Abrams Capital Management, L.P., by Abrams Capital Management, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams](#) 02/10/2021

<u>LLC, by David C. Abrams, Managing Member /s/ David Abrams</u>	
<u>Abrams Capital Partners II, L.P., by Abrams Capital, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David Abrams</u>	<u>02/10/2021</u>
<u>Abrams Capital, LLC, by David C. Abrams, Managing Member /s/ David Abrams</u>	<u>02/10/2021</u>
<u>/s/ David C. Abrams</u>	<u>02/10/2021</u>
<u>Riva Capital Partners III, L.P., by Riva Capital Management III, LLC, its General Partner, by David C. Abrams, Managing Member /s/ David C. Abrams</u>	<u>02/10/2021</u>
<u>Riva Capital Management III, LLC, by David C. Abrams, Managing Member /s/ David C. Abrams</u>	<u>02/10/2021</u>
** 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.