

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>KANIA EDWIN M JR</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>TransMedics Group, Inc. [TMDX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O TRANSMEDICS GROUP, INC.</u> <u>200 MINUTEMAN ROAD</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>ANDOVER MA 01810</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	363,320 ⁽¹⁾	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Common Stock	7,511 ⁽¹⁾	I	By OneLiberty Advisors Fund 2000, L.P. ⁽²⁾

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Convertible Preferred Stock	(7)	(7)	Common Stock	793 ⁽⁸⁾	(7)	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Series B-1 Convertible Preferred Stock	(5)	(5)	Common Stock	62,475 ⁽⁶⁾	(5)	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(3)	(3)	Common Stock	319,827 ⁽⁴⁾	(3)	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	280,000 ⁽⁴⁾	(3)	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Series F Convertible Preferred Stock	(3)	(3)	Common Stock	143,156 ⁽⁴⁾	(3)	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Series A-1 Convertible Preferred Stock	(7)	(7)	Common Stock	37 ⁽⁸⁾	(7)	I	By OneLiberty Advisors Fund 2000, L.P. ⁽²⁾
Series B-1 Convertible Preferred Stock	(5)	(5)	Common Stock	3,006 ⁽⁶⁾	(5)	I	By OneLiberty Advisors Fund 2000, L.P. ⁽²⁾
Series C Convertible Preferred Stock	(3)	(3)	Common Stock	8,966 ⁽⁴⁾	(3)	I	By OneLiberty Advisors Fund 2000, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	5,714 ⁽⁴⁾	(3)	I	By OneLiberty Advisors Fund 2000, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	57,142 ⁽⁴⁾	(3)	I	By OneLiberty Ventures, Inc. ⁽²⁾

Explanation of Responses:

1. As of the date of this Form 3, the Common Stock reported herein 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. will be converted

into shares of common stock of the Issuer on a 3.5-for-one basis (the "Common Stock Conversion"). The number of shares in Column 2 reflects the Reporting Person's holdings following the Common Stock Conversion.

2. Edwin M. Kania, Jr. is a manager of OneLiberty Partners 2000, LLC, which is the general partner of OneLiberty Ventures 2000, L.P. ("OneLiberty 2000") and OneLiberty Advisors Fund 2000, L.P. ("OneLiberty Advisors 2000" and together with OneLiberty 2000, the "OneLiberty Funds"). Mr. Kania is also the principal of OneLiberty Ventures, Inc., which is the management company for, and provides services in connection with the investment activities of, the OneLiberty Funds. By virtue of the foregoing relationships, Mr. Kania may be deemed to indirectly beneficially own the securities held by the OneLiberty Funds and OneLiberty Ventures, Inc., however he disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

3. As of the date of this Form 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 C, Series D and Series F preferred stock of TransMedics, Inc. will be 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. are 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. will be converted into shares of common stock of the Issuer (the "Series C, D and F Preferred Stock Conversion"). The Preferred Stock has no expiration date.

4. The number of shares in Column 3 reflects the Reporting Person's holdings following the Series C, D and F Preferred Stock Conversion.

5. As of the date of this Form 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. will be converted into shares of common stock of the Issuer based on (i) the ratio on which such shares of preferred stock of TransMedics Inc. are 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. will be converted into shares of common stock of the Issuer (the "Series B-1 Preferred Stock Conversion"). The Preferred Stock has no expiration date.

6. The number of shares in Column 3 reflects the Reporting Person's holdings following the Series B-1 Preferred Stock Conversion.

7. As of the date of this Form 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 A-1 preferred stock of TransMedics, Inc. will be converted into shares of common stock of the Issuer based on (i) the ratio on which such shares of preferred stock of TransMedics Inc. are convertible into shares of common stock of TransMedics Inc. according to their terms, determined by dividing the original issue price of \$2.50 per share by a conversion price of \$9.680, and (ii) the 3.5-for-one ratio on which shares of common stock of TransMedics, Inc. will be converted into shares of common stock of the Issuer (the "Series A-1 Preferred Stock Conversion"). The Preferred Stock has no expiration date.

8. The number of shares in Column 3 reflects the Reporting Person's holdings following the Series A-1 Preferred Stock Conversion.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

[/s/ Stephen Gordon, Attorney-in-fact](#) [05/01/2019](#)

** 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 5 (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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Waleed Hassanein and Stephen Gordon, and each of them individually, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of TransMedics Group, Inc. (the "Company"), Forms 3, 4, 5 and any Schedules 13D or 13G in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as each such attorney-in-fact may approve in each such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and any Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of March, 2019.

/s/ Edwin M. Kania, Jr.

Edwin M. Kania, Jr.