

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* KANIA EDWIN M JR (Last) (First) (Middle) C/O TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD (Street) ANDOVER MA 01810 (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) <input checked="" type="checkbox"/> Director 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)	

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⁾		1,271,619	D	(1)	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Common Stock	05/06/2019		J ⁽¹⁾		363,320	A	(1)	363,320	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Common Stock	05/06/2019		J ⁽¹⁾		26,288	D	(1)	0	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Common Stock	05/06/2019		J ⁽¹⁾		7,511	A	(1)	7,511	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Common Stock	05/06/2019		C ⁽²⁾⁽³⁾⁽⁴⁾		806,252	A	(2)(3)(4)	1,169,571	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Common Stock	05/06/2019		C ⁽²⁾⁽³⁾⁽⁴⁾		17,724	A	(2)(3)(4)	25,234	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Common Stock	05/06/2019		C ⁽²⁾		57,142	A	(2)	57,142	I	OneLiberty Ventures, Inc. ⁽⁵⁾
Common Stock	05/06/2019		P		33,333	A	\$16	33,333	D	

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 A-1 Convertible Preferred Stock	(3)	05/06/2019		C ⁽³⁾			10,756	(3)	(3)	Common Stock	793	(3)	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Series B-1 Convertible Preferred Stock	(4)	05/06/2019		C ⁽⁴⁾			791,501	(4)	(4)	Common Stock	62,475	(4)	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Series C Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			1,119,394	(2)	(2)	Common Stock	319,827	(2)	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Series D Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			980,000	(2)	(2)	Common Stock	280,000	(2)	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Series F Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			501,048	(2)	(2)	Common Stock	143,156	(2)	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Series A-1 Convertible Preferred Stock	(3)	05/06/2019		C ⁽³⁾			506	(3)	(3)	Common Stock	37	(3)	0	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Series B-1 Convertible Preferred Stock	(4)	05/06/2019		C ⁽⁴⁾			38,081	(4)	(4)	Common Stock	3,006	(4)	0	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Series C Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			31,383	(2)	(2)	Common Stock	8,966	(2)	0	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Series D Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			20,000	(2)	(2)	Common Stock	5,714	(2)	0	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Series D Convertible Preferred Stock	(2)	05/06/2019		C ⁽²⁾			200,000	(2)	(2)	Common Stock	57,142	(2)	0	I	OneLiberty Ventures, Inc. ⁽⁵⁾

Explanation of Responses:

- The Common Stock reported herein as being disposed of is common stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to the terms of 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.
- 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.
- 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. 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 \$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. were converted into shares of common stock of the Issuer. The Preferred Stock has no expiration date.
- 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.
- 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.

Remarks:

By: /s/ Stephen Gordon,
Attorney-in-fact

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.

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