Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	DC	20549
vvasilington,	D.O.	20070

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Vashington,	D.C. 20549
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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

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

Common Stock     Common Stock   Co	TransMedics Group, Inc. [TMDX]  3. Date of Earliest Transaction (Month/Day/Year) 02/14/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)  Tomport of the pelow of	Owner (specify ) Applicable son porting
(Last) (First) (Middle) C/O TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD  (Street) ANDOVER MA 01810  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed Of (D) (Instr. 3, 4 and 5) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transactions) (Month/Day/Year) (Code V Amount (A) or (D) Price (Instr. 3 and 4)  Common Stock  1. Title of Security (Instr. 3)  2. Transaction (Month/Day/Year) (Street)  A	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)  X Officer (give title below) President & CEO  4. If Amendment, Date of Original Filed (Month/Day/Year)  X Officer (give title below) President & CEO  4. If Amendment, Date of Original Filed (Month/Day/Year)  X Form filed by One Reporting Person  Derivative Securities Acquired, Disposed of, or Beneficially Owned	(specify ) Applicable son porting
(Last) (First) (Middle) C/O TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD  4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) ANDOVER MA 01810  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Dete of Earliest Transaction (Month/Day/Year) (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) (Month/Day/Year) (Dode V Amount (A) or Disposed Of (D) (Instr. 3 and 4) (Nor Price (Instr. 3) (Nor Price (Instr. 3	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)  Sometimes of the company of the compa	Applicable son porting
(Last) (First) (Middle) C/O TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street) ANDOVER MA  O1810  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Code V Amount (A) or (D) Price (Instr. 3 and 4)  Common Stock  O2/14/2023  S(1)  2. Transaction Code (Instr. 8)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  Common Stock  O2/14/2023  S(1)  2. Transaction Significant Price (A) or Disposed Of (D) (Instr. 3, 4 and 5) Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  Code V Amount (A) or (D) Price (D) (Instr. 3 and 4)  Common Stock	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2023  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Individual or Joint/Group Filing (Check / Line)  7. Form filed by One Reporting Person  6. Individual or Joint/Group Filing (Check / Line)  7. Form filed by More than One Reperson  6. Derivative Securities Acquired, Disposed of, or Beneficially Owned	Applicable son porting
Common Stock  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  ANDOVER MA  O1810  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) if any (Month/Day/Year)  (Month/Day/Year)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Code (Instr. 3)  Common Stock  O2/14/2023  S(1)  2,173  D \$70.08(2)  389,112	4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Individual or Joint/Group Filing (Check / Line)  X Form filed by One Reporting Person  Form filed by More than One Reperson  Derivative Securities Acquired, Disposed of, or Beneficially Owned	son porting 7. Nature
4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  ANDOVER MA 01810  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. 8)  2. Transaction Date (Instr. 3)  2. Transaction Code (Instr. 8)  3. Transaction Date (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Individual or Joint/Group Find Code (Instr. 9)  8. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Individual or Joint/Group Find Code (Instr. 9)  8. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  8. Amount (D) Owned Following Reported Transaction(S)  8. Owned Following Reported Transaction(S)  9. Owned Following Reported Transaction(S)  9. Owned Following Reported Transaction(S)  1. Title of Securities Acquired, D) Owned Following Reported Transaction(S)  1. Title of Securities Acquired, D) Owned Following Reported Transaction(S)  1. Title of Securities Acquired (A) Or Disposed Of (D) (D) (D) (D) (D) (	Line)  X Form filed by One Reporting Person  Form filed by More than One Reperson  Derivative Securities Acquired, Disposed of, or Beneficially Owned	son porting 7. Nature
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(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Code   V   Amount   (A) or (D)   Price   Transaction(S) (Instr. 3 and 4)    Common Stock   02/14/2023   S(1)   2,173   D   \$70.08(2)   389,112	Form filed by More than One Reperson  Derivative Securities Acquired, Disposed of, or Beneficially Owned	porting  7. Nature
(City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Disposed Of (D) (Instr. 3, 4 and 5) (Disposed Of (D) (Disposed Of (D) (D) (Disposed Of (D) (D) (D	Derivative Securities Acquired, Disposed of, or Beneficially Owned	7. Nature
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1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  2. Transaction Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following (Instr. 8)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Reported Transaction(s) (Instr. 3 and 4)  Common Stock  02/14/2023  S(1)  2. Transaction Disposed Of (D) (Instr. 3, 4 and 5)  Securities Beneficially Owned Following (Instr. 3 and 4)  Securities Reported Transaction(s) (Instr. 3 and 4)		
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Code (Instr. 8)   Code (Inst		
Code         V         Amount         (A) or (D)         Price (Instr. 3 and 4)           Common Stock         02/14/2023         s(1)         2,173         D         \$70.08(2)         389,112	onth/Day/Year) if any Code (Instr. Beneficially (D) or Indirect (Month/Day/Year) 8) Owned Following (I) (Instr. 4)	of Indirect Beneficial Ownershi
		(Instr. 4)
	02/14/2023 S <sup>(1)</sup> 2,173 D \$70.08 <sup>(2)</sup> 389,112 D	
Table II - Derivative Securities Acquired Disposed of or Reneficially Owned	perivative Securities Acquired, Disposed of, or Beneficially Owned	
(e.g., puts, calls, warrants, options, convertible securities)	e.g., puts, calls, warrants, options, convertible securities)	
1. Title of Derivative Conversion Date 3A. Deemed Execution Date, Transaction of Execution Date 2. Transaction Date Execution	n Date,   Transaction   of   Expiration Date   Amount of   Derivative   derivative   Ownership	
Security (Instr. 3) Price of Derivative Security (Instr. 5) Security Securi	ay/Year) 8) Securities Acquired (A) or Disposed of (D) Underlying Derivative Security (Instr. 5) Beneficially Owned Following Reported Transaction(s)	
and 5)		
Code V (A) (D) Exercisable Date Title Shares		

## **Explanation of Responses:**

- 1. The reported transactions were effected pursuant to a Rule 10b5-1 trading plan.
- 2. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$70.00 to \$70.25, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

## Remarks:

By: /s/ Stephen Gordon,

Attorney-in-Fact

02/16/2023

\*\* 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.