

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**TRANSMEDICS GROUP, INC.**  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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TRANSMEDICS GROUP, INC.  
200 MINUTEMAN ROAD  
ANDOVER, MA 01810

# Your **Vote** Counts!

**TRANSMEDICS GROUP, INC.**

2023 Annual Meeting

Vote by May 24, 2023

11:59 PM ET



## You invested in TRANSMEDICS GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 25, 2023.**

## Get informed before you vote

View the Notice & Proxy Statement, Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 11, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

May 25, 2023

8:00 AM EDT

Virtually at:  
[www.virtualshareholdermeeting.com/TMDX2023](http://www.virtualshareholdermeeting.com/TMDX2023)

\* Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Waleed Hassanein, M.D.	✔ For
1b. James R. Tobin	✔ For
1c. Edward M. Basile	✔ For
1d. Thomas J. Gunderson	✔ For
1e. Edwin M. Kania, Jr.	✔ For
1f. Stephanie Lovell	✔ For
1g. Merilee Raines	✔ For
1h. David Weill, M.D.	✔ For
2. To approve, on a non-binding advisory basis, the compensation paid to TransMedics' named executive officers.	✔ For
3. To approve an amendment to the TransMedics Group, Inc. 2019 Stock Incentive Plan to increase the maximum aggregate number of shares of common stock that may be issued pursuant to awards granted under the TransMedics Group, Inc. 2019 Stock Incentive Plan as set forth in the proxy statement.	✔ For
4. To ratify the appointment of PricewaterhouseCoopers LLP as TransMedics Group, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2023.	✔ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	