

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* <u>KANIA EDWIN M JR</u> (Last) (First) (Middle) <u>C/O TRANSMEDICS GROUP, INC.</u> <u>200 MINUTEMAN ROAD</u> (Street) <u>ANDOVER MA 01810</u> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2021</u>	
	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	11/17/2021		J ⁽¹⁾	V	779,571	D	\$0.00 ⁽¹⁾	0	I	By OneLiberty Ventures 2000, L.P. ⁽⁵⁾
Common Stock	11/17/2021		J ⁽²⁾	V	25,234	D	\$0.00 ⁽²⁾	0	I	By OneLiberty Advisors Fund 2000, L.P. ⁽⁵⁾
Common Stock	11/19/2021		J ⁽³⁾	V	3,873	D	\$0.00 ⁽³⁾	0	I	By OneLiberty Partners 2000, LLC ⁽⁵⁾
Common Stock	11/17/2021		G	V	11,000	D	\$0.00	46,142	I	OneLiberty Ventures, Inc. ⁽⁵⁾
Common Stock	11/17/2021		J ⁽⁴⁾	V	46,142	D	\$0.00 ⁽³⁾	0	I	OneLiberty Ventures, Inc. ⁽⁵⁾
Common Stock	11/19/2021		J ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	V	48,966	A	\$0.00 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	202,893	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					

Explanation of Responses:

- On November 17, 2021, OneLiberty Ventures Fund 2000, L.P. ("OneLiberty 2000") effected a distribution with respect to these shares to its limited partners and sole general partner, OneLiberty Partners 2000, LLC ("OneLiberty GP"), pro rata and without consideration. The aforementioned distribution was made in accordance with the exemptions afforded by Rule 16a-13 of the Securities Exchange Act, as amended.
- On November 17, 2021, OneLiberty Advisors Fund 2000, L.P. ("OneLiberty Advisors 2000," together with OneLiberty 2000, the "OneLiberty Funds") effected a distribution with respect to these shares to its limited partners and sole general partner, OneLiberty GP, pro rata and without consideration. The aforementioned distribution was made in accordance with the exemptions afforded by Rule 16a-13 of the Securities Exchange Act, as amended.
- On November 19, 2021, OneLiberty GP effected a distribution with respect to these shares to its members, pro rata and without consideration. The aforementioned distribution was made in accordance with the exemptions afforded by Rule 16a-13 of the Securities Exchange Act, as amended.
- On November 17, 2021, OneLiberty Ventures, Inc. effected a distribution of these shares to its sole stockholder, without consideration. The aforementioned distribution was made in accordance with the exemptions afforded by Rule 16a-13 of the Securities Exchange Act, as amended.
- Edwin M. Kania, Jr. is a manager of OneLiberty GP, which is the general partner of 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 OneLiberty GP, 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/ Edwin M. Kania, Jr. 11/22/2021

** 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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