

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 26, 2024

TransMedics Group, Inc.

(Exact name of Registrant as Specified in Its Charter)

Massachusetts
(State or Other Jurisdiction
of Incorporation)

001-38891
(Commission
File Number)

83-2181531
(IRS Employer
Identification No.)

200 Minuteman Road
Andover, Massachusetts 01810
(Address of Principal Executive Offices, and Zip Code)

(978) 552-0900
Registrant's Telephone Number, Including Area Code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value per share	TMDX	The Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 26, 2024, the Board of Directors (the “Board”) of TransMedics Group, Inc. (the “Company”) appointed Gerardo Hernandez, as Chief Financial Officer and Treasurer, effective as of December 2, 2024. Mr. Hernandez will succeed Stephen Gordon, who has served as the Company’s Chief Financial Officer since 2015.

Mr. Hernandez, age 54, served as Vice President Finance, Head of Corporate Financial Planning and Analysis at Alnylam Pharmaceuticals, Inc. from February 2020 until September 2024, where he supported the company through its transformation from a U.S. clinical-stage organization to a global commercial enterprise. He led its global performance analysis and its financial planning processes. Before joining Alnylam, Mr. Hernandez served as Head of Corporate Financial Planning & Analysis Integration of Takeda Pharmaceuticals Co Ltd (“Takeda”) from January 2019 until January 2020. Prior to that, he held various roles at Shire plc, including Head of Corporate Financial Planning & Analysis from December 2010 until its acquisition by Takeda in January 2019. Mr. Hernandez held roles in the finance organization of Unilever plc from September 1994 until June 2010. Mr. Hernandez holds a Bachelor of Science degree in Finance from the University of Wisconsin, La Crosse and an MBA in Strategy and Economics from Fundação Getulio Vargas, Sao Paulo, Brazil.

Hernandez Employment Agreements

Mr. Hernandez’s employment with the Company will be on an at-will basis pursuant to an offer letter (the “Offer Letter”) and an executive retention agreement (the “Retention Agreement” and together with the Offer Letter, the “Employment Agreements”), each approved by the Board, pursuant to which Mr. Hernandez is entitled to an annual base salary of \$450,000 and, beginning in fiscal 2025, is eligible to receive an annual bonus with a target of 50% of his base salary. Furthermore, if Mr. Hernandez’s employment is terminated by the Company without cause or if Mr. Hernandez terminates his employment with the Company for good reason (as such terms are defined in the Retention Agreement), in each case, after 12 months from the date Mr. Hernandez begins employment with the Company, he will be entitled to the following severance benefits, in addition to accrued compensation and benefits: (i) an amount equal to the highest annual base salary during the three year period prior to the termination date and highest annual bonus amount during the three year period prior to the termination date, payable in 12 monthly installments, (ii) a prorated annual bonus for the year of termination (based on the previous year’s bonus), and (iii) continued health insurance coverage for up to 12 months. If such termination occurs within 24 months following a change in control, Mr. Hernandez would receive (i) an amount equal to 1.5 times the highest annual base salary during the three year period prior to the termination date, (ii) the highest annual bonus amount during the three year period prior to the termination date, (iii) his target annual bonus for the year of termination (the amounts in (i)-(iii) paid in a lump sum), (iv) continued health insurance coverage for up to 18 months and (v) full vesting of outstanding equity awards, with performance-based equity awards vesting at target levels.

Additionally, pursuant to the TransMedics Group, Inc. Inducement Plan, as amended, Mr. Hernandez will be granted (i) an initial stock option award having a grant date value of approximately \$1,000,000 that will vest as to 25% of the underlying shares on the first anniversary of the vesting commencement date and as to the remaining shares in

equal monthly installments over three years thereafter, subject to continued service, and (ii) an initial award of restricted stock units having a grant date value of approximately \$1,000,000 that will vest as to 25% of the underlying shares on the first four anniversaries of the vesting commencement date, subject to continued service.

Pursuant to certain restrictive covenant agreements, Mr. Hernandez has agreed to a perpetual confidentiality covenant and an assignment of intellectual property covenant and has agreed not to compete with the Company or solicit the Company's clients, customers, accounts, vendors, suppliers or other business partners, in each case for a period of one year following termination of his employment.

Mr. Hernandez and the Company will enter into an indemnification agreement in substantially similar form as Exhibit 10.2 to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2024.

There is no arrangement or understanding between Mr. Hernandez and any other person pursuant to which Mr. Hernandez was appointed as an officer of the Company. There are no family relationships between Mr. Hernandez and any director or officer of the Company. Mr. Hernandez has no material direct or indirect interest in a related party transaction that requires disclosure.

Gordon Transition Agreement

Pursuant to a transition agreement with the Company (the "Transition Agreement"), Mr. Gordon will remain a non-executive employee of the Company until March 31, 2025. From March 31, 2025 until March 31, 2026 Mr. Gordon will serve as a non-employee senior advisor to the Company.

While employed as a non-executive employee, Mr. Gordon will receive an annual base salary of \$477,000 and will remain eligible to receive an annual bonus in respect of the Company's 2024 fiscal year, based on actual achievement of the performance objectives established by the Compensation Committee of the Board. Under the Transition Agreement, Mr. Gordon's outstanding equity awards will continue to vest during the period in which Mr. Gordon remains employed with the Company and the period during which Mr. Gordon serves as a non-employee advisor. As a non-employee senior advisor, Mr. Gordon will also receive an annual fee of \$10,000. Mr. Gordon will continue to be bound by the terms of the Non-Competition Agreement between Mr. Gordon and the Company, which includes confidentiality provisions and non-competition and non-solicitation provisions that survive termination of Mr. Gordon's employment with the Company.

The foregoing descriptions of the Employment Agreements and the Transition Agreement do not purport to be complete and are qualified in their entirety by the full text of the agreements, copies of which will be filed as exhibits to the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

Item 7.01 Regulation FD Disclosure.

On December 2, 2024, the Company issued a press release announcing the leadership transition. In addition, the press release contained updated revenue guidance for the full-year 2024. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 7.01 and in Exhibit 99.1 to this Current Report on Form 8-K is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in filings under the Securities Act of 1933.

Item. 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated December 2, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 2, 2024

TRANSMEDICS GROUP, INC.

By: /s/ Waleed H. Hassanein

Name: Waleed H. Hassanein

Title: President and Chief Executive Officer



TransMedics Appoints Gerardo Hernandez as Chief Financial Officer and Provides Updated 2024 Financial Outlook

Andover, Mass. – December 2, 2024 – TransMedics Group, Inc. (“TransMedics”) (Nasdaq: TMDX), a medical technology company that is transforming organ transplant therapy for patients with end-stage lung, heart, and liver failure, today announced the appointment of Mr. Gerardo Hernandez as the Company’s Chief Financial Officer, effective December 2, 2024. In this role, Mr. Hernandez joins the TransMedics executive leadership team, succeeding Mr. Stephen Gordon. To enable a smooth transition, Mr. Gordon will remain a non-executive employee of the Company until March 31, 2025, before serving as a non-employee senior advisor to the Company focusing on national transplant stakeholder engagement until March 31, 2026. TransMedics also updated its 2024 financial outlook.

Dr. Waleed Hassanein, Mr. Gerardo Hernandez and Mr. Stephen Gordon will attend the upcoming Piper Sandler Conference on December 3, 2024, the TransMedics Investor & Analyst Day on December 10, 2024, as well as the J.P. Morgan Healthcare Conference in January 2025.

Mr. Hernandez is an accomplished finance leader with over 25 years of experience across the healthcare and consumer packaged goods (CPG) sectors. He most recently served as Vice President Finance, Head of Corporate Financial Planning and Analysis at Alnylam Pharmaceuticals, a biopharmaceutical company focused on RNAi therapeutics. In this role, Mr. Hernandez led a global team as the company scaled rapidly. Prior to his role at Alnylam, Mr. Hernandez spent nearly a decade at Shire, where he rose through the organization, eventually leading corporate FP&A. During his tenure, Shire was acquired by Takeda in a \$62 billion transaction, after which he was instrumental in the integration effort. Mr. Hernandez began his career at Unilever where he held several finance roles of increasing responsibility before joining Shire in 2010. Mr. Hernandez holds a Bachelor of Science degree in Finance from the University of Wisconsin, La Crosse and an MBA in Strategy and Economics from Fundação Getulio Vargas, Sao Paulo, Brazil.

“Stephen has been an exceptional partner to me as a member of the TransMedics leadership team for nearly a decade. During his tenure we transitioned the Company from a clinical stage organization to a high growth, publicly traded commercial business,” said Waleed Hassanein, M.D., President and Chief Executive Officer. “On behalf of the entire management team and the Board, I want to thank Stephen for his countless contributions to our business that will have lasting benefits for the Company. I am grateful for Stephen’s dedication and efforts to advance our corporate strategy while delivering considerable shareholder value, and I look forward to his continued partnership to affect a smooth transition as we start our next chapter at TransMedics.”

“I am delighted to welcome Gerardo to the TransMedics leadership team as our new Chief Financial Officer,” added Dr. Hassanein. “His proven record over two decades of leadership across FP&A functions within high-growth, complex global organizations makes him an ideal addition to our team. I am looking forward to partnering with Gerardo as we continue to deliver significant long-term corporate growth and shareholder value.”

“I am thrilled to join TransMedics as Chief Financial Officer,” said Mr. Hernandez. “I look forward to working with the entire leadership team to expand access to the Company’s unparalleled products and services in the organ transplant field while enhancing operational efficiency and delivering lasting value to both our shareholders and the patients we serve.”

Dr. Hassanein concluded, “As we enter the final weeks of the fourth quarter, we are also updating our financial outlook for the full year 2024. Our updated guidance reflects our continued expectation for considerable year-over-year revenue growth. We look forward to providing additional context at our upcoming Investor & Analyst Day.”

2024 Financial Outlook

TransMedics now expects revenue for the full year 2024 to be in the range of \$428 million to \$432 million, which represents 77% to 79% growth compared to the Company’s prior year revenue.

Piper Sandler 36th Annual Healthcare Conference

Members of the TransMedics management team will participate in a fireside chat at the upcoming Piper Sandler 36th Annual Healthcare Conference at the Lotte New York Palace. The fireside chat will take place on Tuesday, December 3, 2024, at 4:00 p.m. Eastern Time.

A live and archived webcast of the fireside chat will be available on the “Investors” section of the TransMedics website at <https://investors.transmedics.com>. The Company’s standard investor presentation is also available through this link.

TransMedics Investor & Analyst Day Details

TransMedics will discuss the transition and updated financial outlook, as well as the Company’s growth strategy, clinical pipeline, and operations, in greater detail at its Investor & Analyst Day in New York City on Tuesday, December 10, 2024, at 10:00 a.m. Eastern Time.

A live and archived webcast of presentations and Q&A sessions will be available on the “Investors” section of the TransMedics website at <https://investors.transmedics.com>. Please note management will only take questions from the live audience during the question-and-answer session following formal presentations.

About TransMedics Group, Inc.

TransMedics is the world’s leader in portable extracorporeal warm perfusion and assessment of donor organs for transplantation. Headquartered in Andover, Massachusetts, the company was founded to address the unmet need for more and better organs for transplantation and has developed technologies to preserve organ quality, assess organ viability prior to transplant, and potentially increase the utilization of donor organs for the treatment of end-stage heart, lung, and liver failure.

Forward-Looking Statements

This press release contains forward-looking statements with respect to, among other things, a leadership transition and our full-year guidance. For this purpose, all statements other than statements of historical facts are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “could,” “target,” “predict,” “seek” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are

subject to a number of risks and uncertainties. Our management cannot predict all risks, nor can we assess the impact of all factors or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in or implied by any forward-looking statements we may make. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated in or implied by the forward-looking statements. Some of the key factors that could cause actual results to differ include: our ability to maintain profitability on a sustained basis; our ability to attract, train and retain key personnel; our existing and any future indebtedness, including our ability to comply with affirmative and negative covenants under our credit agreement to which we will remain subject until maturity; the fluctuation of our financial results from quarter to quarter; our need to raise additional funding and our ability to obtain it on favorable terms, or at all; our ability to use net operating losses and research and development credit carryforwards; our dependence on the success of the Organ Care System or OCS; our ability to expand access to the OCS through our National OCS Program or NOP; our ability to scale our manufacturing and sterilization capabilities to meet increasing demand for our products; the rate and degree of market acceptance of the OCS; our ability to educate patients, surgeons, transplant centers and private and public payors on the benefits offered by the OCS; our ability to improve the OCS platform and develop the next generation of the OCS products; our dependence on a limited number of customers for a significant portion of our revenue; our ability to maintain regulatory approvals or clearances for our OCS products in the United States, the European Union, and other select jurisdictions worldwide; our ability to adequately respond to the Food and Drug Administration or FDA, or other competent authorities, follow-up inquiries in a timely manner; the performance of our third-party suppliers and manufacturers; our use of third parties to transport donor organs and medical personnel for our NOP and our ability to maintain and grow our logistics capabilities to support our NOP and reduce dependence on third party transportation, including by means of attracting, training and retaining pilots, and the acquisition, maintenance or replacement of fixed-wing aircraft for our aviation transportation services or other acquisitions, joint ventures or strategic investments; our ability to maintain Federal Aviation Administration or FAA or other regulatory licenses or approvals for our aircraft transportation services; price increases of the components of our products and maintenance, parts and fuel for our aircraft; the timing or results of post-approval studies and any clinical trials for the OCS; our manufacturing, sales, marketing and clinical support capabilities and strategy; attacks against our information technology infrastructure; the economic, political and other risks associated with our foreign operations; our ability to protect, defend, maintain and enforce our intellectual property rights relating to the OCS and avoid allegations that our products infringe, misappropriate or otherwise violate the intellectual property rights of third parties; the pricing of the OCS, as well as the reimbursement coverage for the OCS in the United States and internationally; regulatory developments in the United States, European Union and other jurisdictions; the extent and success of competing products or procedures that are or may become available; our ability to service our 1.50% convertible senior notes, due 2028; the impact of any product recalls or improper use of our products; our estimates regarding revenues, expenses and needs for additional financing; and other factors that may be described in our filings with the Securities and Exchange Commission (the "SEC"). Additional information will be made available in our annual and quarterly reports and other filings that we make with the SEC. The forward-looking statements in this press release speak only as of the date of this press release. Factors or events that could cause our actual results to differ may emerge from time to time, and we are not able to predict all of them. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable law.

Investor Contact:

Brian Johnston
Laine Morgan
332-895-3222
Investors@transmedics.com