

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Flagship Ventures Fund IV General Partner LLC</u> (Last) (First) (Middle) <u>C/O FLAGSHIP PIONEERING, INC.</u> <u>55 CAMBRIDGE PARKWAY, SUITE 800E</u> (Street) <u>CAMBRIDGE MA 02142</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/29/2019</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	10/29/2019		J ⁽¹⁾		1,469,173	D	(1)	0	I	See Footnote ⁽²⁾
Common Stock	10/29/2019		J ⁽³⁾		1,061,102	D	(3)	0	I	See Footnote ⁽⁴⁾
Common Stock	10/29/2019		J ⁽¹⁾		61,537	D	(1)	0 ⁽¹⁾	I	See Footnote ⁽⁵⁾
Common Stock	10/29/2019		J ⁽³⁾		248,379	D	(3)	0 ⁽³⁾	I	See Footnote ⁽⁶⁾
Common Stock								120,595 ⁽¹⁾⁽³⁾	I	See Footnote ⁽⁷⁾

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					

1. Name and Address of Reporting Person*
Flagship Ventures Fund IV General Partner LLC

 (Last) (First) (Middle)
C/O FLAGSHIP PIONEERING, INC.
55 CAMBRIDGE PARKWAY, SUITE 800E

 (Street)
CAMBRIDGE MA 02142

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Flagship Ventures Fund IV, L.P.

 (Last) (First) (Middle)
C/O FLAGSHIP PIONEERING INC.

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures 2007 General Partner LLC](#)

(Last)

(First)

(Middle)

C/O FLAGSHIP PIONEERING INC.

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Flagship Ventures Fund 2007, L.P.](#)

(Last)

(First)

(Middle)

C/O FLAGSHIP PIONEERING INC.

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[AFEYAN NOUBAR](#)

(Last)

(First)

(Middle)

C/O FLAGSHIP PIONEERING, INC.

55 CAMBRIDGE PARKWAY, SUITE 800E

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

Explanation of Responses:

1. On October 29, 2019, Flagship Ventures Fund IV, L.P. ("Flagship Fund IV") distributed to its limited partners and sole general partner, Flagship Ventures Fund IV General Partner LLC ("Flagship Fund IV GP"), pro rata and without consideration, 1,469,173 shares of the Issuer's common stock. Flagship Fund IV GP, in turn, distributed to its members, pro rata and without consideration, the 61,537 shares it received from Flagship Fund IV. Noubar B. Afeyan, Ph.D., a manager of Flagship Fund IV GP, received 27,799 shares through Flagship Fund IV GP's distribution. The aforementioned distributions were made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.
2. Shares held by Flagship Fund IV. Flagship Fund IV GP is the general partner of Flagship Fund IV. Dr. Afeyan is a manager of Flagship Fund IV GP and, for purposes of Flagship Fund IV's investment in the Issuer, Dr. Afeyan may be deemed to have voting and investment power with respect to all shares held by Flagship Fund IV. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
3. On October 29, 2019, Flagship Ventures Fund 2007, L.P. ("Flagship Fund 2007") distributed to its limited partners and sole general partner, Flagship Ventures 2007 General Partner LLC ("Flagship Fund 2007 GP"), pro rata and without consideration, 1,061,102 shares of the Issuer's common stock. Flagship Fund 2007 GP, in turn, distributed to its members, pro rata and without consideration, the 248,379 shares it received from Flagship Fund 2007. Dr. Afeyan, a manager of Flagship Fund 2007 GP, received 92,796 shares through Flagship Fund 2007 GP's distribution. The aforementioned distributions were made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act of 1934, as amended.
4. Shares held by Flagship Fund 2007. Flagship Fund 2007 GP is the general partner of Flagship Fund 2007. Dr. Afeyan is a manager of Flagship Fund 2007 GP and, for purposes of Flagship Fund 2007's investment in the Issuer, Dr. Afeyan may be deemed to have voting and investment power with respect to all shares held by Flagship Fund 2007. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
5. Held by Flagship Fund IV GP. Each of the filing persons other than Flagship Fund IV GP disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
6. Held by Flagship Fund 2007 GP. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.
7. Held by Dr. Afeyan. Each of the filing persons other than Dr. Afeyan disclaims beneficial ownership of the shares except to the extent, if any, of his or its pecuniary interest therein.

Remarks:

[Flagship Ventures Fund IV
General Partner LLC, By: /s/
Noubar B. Afeyan, Ph.D., 10/31/2019
Name: Noubar B. Afeyan,
Ph.D., Title: Manager
Flagship Ventures Fund IV,
L.P., By: Flagship Ventures
Fund IV General Partner LLC, 10/31/2019
By: /s/ Noubar B. Afeyan,
Ph.D., Title: Manager
Flagship Ventures 2007 10/31/2019
General Partner LLC, By: /s/
Noubar B. Afeyan, Ph.D.,](#)

Name: Noubar B. Afeyan,
Ph.D., Title: Manager
Flagship Ventures Fund 2007,
L.P., By: Flagship Ventures
2007 General Partner LLC, its
general partner, By: /s/ Noubar 10/31/2019
B. Afeyan, Ph.D., Name:
Noubar B. Afeyan, Ph.D.,
Title: Manager
Noubar B. Afeyan, Ph.D. By:
/s/ Noubar B. Afeyan, Ph.D. 10/31/2019
** 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.

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.