

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

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>Provost Miriam</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Global Regulatory Affairs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/02/2022</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	09/02/2022		M		2,600	A	\$3.22	12,038	D	
Common Stock	12/09/2022		M		3,977	A	\$38.46	16,015	D	
Common Stock	12/09/2022		S ⁽¹⁾		3,046	D	\$59	12,969	D	
Common Stock	12/09/2022		M		1,149	A	\$16.14	14,118	D	
Common Stock	12/09/2022		S ⁽¹⁾		567	D	\$59	13,551	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					
Stock Option (Right to Buy)	\$3.22	09/02/2022		M		2,600	(2)	04/05/2028	Common Stock	2,600	\$0.00	18,281	D	
Stock Option (Right to Buy)	\$38.46	12/09/2022		M		3,977	(3)	02/24/2031	Common Stock	3,977	\$0.00	21,023	D	
Stock Option (Right to Buy)	\$16.14	12/09/2022		M		1,149	(4)	02/27/2030	Common Stock	1,149	\$0.00	8,226	D	

Explanation of Responses:

- The exercise followed the sell-to-cover process, whereby a portion of the shares acquired through the exercise were sold in the open market, with the proceeds used to fund the aggregate exercise price of the options.
- The option is fully vested.
- The option vests at a rate of 2.0833% of the total number of shares each month until the option is fully vested on the fourth anniversary of the vesting commencement date, February 24, 2021.
- The option vests at a rate of 2.0833% of the total number of shares each month until the option is fully vested on the fourth anniversary of the vesting commencement date, February 27, 2020.

Remarks:

By: /s/ Stephen Gordon, 12/13/2022
Attorney-in-Fact

** 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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