

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>Khayal Tamer I</u> (Last) (First) (Middle) C/O TRANSMEDICS GROUP, INC. 200 MINUTEMAN ROAD (Street) ANDOVER MA 01810 (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>Chief Commercial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) 05/03/2024 | |

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 | 05/01/2024 | | s ⁽¹⁾ | | 14,854 | D | \$106.25 ⁽²⁾ | 58,198 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 11,789 | D | \$107.2 ⁽³⁾ | 46,409 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 1,792 | D | \$108.35 ⁽⁴⁾ | 44,617 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 13,078 | D | \$109.68 ⁽⁵⁾ | 31,539 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 5,313 | D | \$110 ⁽⁶⁾ | 26,226 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 100 | D | \$113.16 | 26,126 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 326 | D | \$116.8 ⁽⁷⁾ | 25,800 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 759 | D | \$117.97 ⁽⁸⁾ | 25,041 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 1,417 | D | \$119 ⁽⁹⁾ | 23,624 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 1,815 | D | \$119.96 ⁽¹⁰⁾ | 21,809 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 422 | D | \$121.21 ⁽¹¹⁾ | 21,387 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 444 | D | \$121.84 ⁽¹²⁾ | 20,943 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 100 | D | \$123.66 ⁽¹³⁾ | 20,843 | D | |
| Common Stock | 05/01/2024 | | s ⁽¹⁾ | | 11,051 | D | \$105.71 ⁽¹⁴⁾ | 0 | I | By the Tamer Ibrahim Ahmed Khayal Trust |

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) | | | | | |

Explanation of Responses:

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan entered into on September 6, 2023.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$105.89 to \$106.86, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$106.885 to \$107.78, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$107.89 to \$108.79, inclusive. The Reporting Person undertakes to provide to the Issuer,

- any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
5. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$109.00 to \$109.855, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 6. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$110.00 to \$110.16, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 7. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$116.32 to \$117.155, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 8. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$117.46 to \$118.425, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 9. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$118.51 to \$119.49, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 10. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$119.51 to \$120.49, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 11. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$120.52 to \$121.51, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 12. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$121.515 to \$122.505, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 13. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$123.64 to \$123.67, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
 14. The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$105.50 to \$105.89, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

Remarks:

This amended Form 4 corrects a clerical error in the Form 4 filed by the Reporting Person on May 3, 2024, which incorrectly reported that 11,051 of the shares of the Issuer's Common Stock sold by the Reporting Person on May 1, 2024 were shares held directly by the Reporting Person prior to such disposition. This amended Form 4 corrects the Form 4 to report that 11,051 of the shares of the Issuer's Common Stock that were sold on May 1, 2024 were sold by the Tamer Ibrahim Ahmed Khayal Trust.

By: /s/ Stephen Gordon,
Attorney-in-Fact

05/14/2024

** 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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