SEC For	m 4																			
FORM 4 UNITE				STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										OMB APPROVAL						
Section 16. Form 4 or Form 5 obligations may continue. See					ed pur	<b>IT OF CHANGES IN BENEFICIAL OWNER</b> pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940								_	CMB Number: 32 Estimated average burden hours per response:			3235-0287 1 0.5		
1. Name and Address of Reporting Person* Gordon Stephen					. <u>T</u> r	2. Issuer Name and Ticker or Trading Symbol <u>TransMedics Group, Inc.</u> [ TMDX ]     3. Date of Earliest Transaction (Month/Day/Year)								(Che	5. Relationship of I (Check all applicat Director X Officer (g below)		ive title		s) to Issuer 10% Owner Other (specify pelow)	
	.ast) (First) (Middle) C/O TRANSMEDICS GROUP, INC. 00 MINUTEMAN ROAD					02/20/2023									C	hief Fina	ef Financial Officer			
(Street) ANDOV	ER M	MA 01810				4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	<ul> <li>B. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>				n	
(City)	(S	tate)	(Zip)																	
		Tab	le I - Nor	n-Deriv	ativ	e Se	curities	s Ac	quired,	Dis	posed o	of, or E	Bene	eficiall	y Owned					
1. Title of Security (Instr. 3) 2. Trans Date (Month)						ear)	if any	ecution Date,		Transaction Disposed Code (Instr. 5)		ties Acquired (A) of d Of (D) (Instr. 3, 4 a		(A) or 3, 4 and	5. Amou Securitie Benefici Owned F Reported	es ally following	Form (D) o	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A (D	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)				(iiisti: 4)	
Common Stock 02/2					/2023				Α		13,075 <sup>(1)</sup> A		\$0.00	00 18,789		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 D if any (Month/Day	Date,	I. Transaction Code (Instr. 3)				6. Date Exercisab Expiration Date (Month/Day/Year)		of Securities		ecurity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	e s illy	Ownership Form: y Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	0 N 0	lumber						
Stock Option (Right to Buy)	\$66.1	02/20/2023			Α		20,022		(2)	0	02/20/2033	Commo Stock		20,022	\$0.00	20,02	2	D		

Explanation of Responses:

1. Includes 13,075 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock.

2. The option vests at a rate of 2.0833% of the total number of shares subject to the option each month following February 20, 2023 until the option is fully vested on February 20, 2027, subject to continued service.

## **Remarks:**

## 02/22/2023 By: /s/ Stephen Gordon

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.

			01.56		vesiment con	Inpany Act of 1940						
1. Name and Addre Gordon Step (Last) C/O TRANSM	v <u>hen</u> (First)	(Middle)	<u>Tran</u>	er Name <b>and</b> Ticke <u>sMedics Gro</u> e of Earliest Transa /2023	<u>up, Inc.</u> [ '	TMDX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer					
200 MINUTEM	IAN ROAD		4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) ANDOVER	МА	01810					X	Form filed by One Form filed by Mor Person				
(City)	(State)	(Zip)						1 013011				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security	/ (Instr. 3)		2. Transaction	2A. Deemed	3. Transaction	4. Securities Acquired (A)		5. Amount of	6. Ownership	7. Nature		