

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

|   |  |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Carey John F</u><br><hr/> (Last) (First) (Middle)<br>C/O TRANSMEDICS GROUP, INC.<br>200 MINUTEMAN ROAD<br><hr/> (Street)<br>ANDOVER MA 01810<br><hr/> (City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><u>TransMedics Group, Inc. [ TMDX ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>VP of Operations</u> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/01/2022</u>                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                     |  |  |
|   |  |  | 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                    | 12/01/2022                           |  | M <sup>(1)</sup>               |   | 3,000   | A          | \$0.28                 | 3,771   | D  |   |
| Common Stock                    | 12/01/2022                           |  | S <sup>(1)</sup>               |   | 1,497   | D          | \$60.83 <sup>(2)</sup> | 2,274   | D  |   |
| Common Stock                    | 12/01/2022                           |  | S <sup>(1)</sup>               |   | 1,403   | D          | \$61.7 <sup>(3)</sup>  | 871   | D  |   |
| Common Stock                    | 12/01/2022                           |  | S <sup>(1)</sup>               |   | 100   | D          | \$62.45                | 771   | D  |   |
| Common Stock                    | 12/02/2022                           |  | M                              |   | 6,237   | A          | \$0.28                 | 7,008   | D  |   |
| Common Stock                    | 12/02/2022                           |  | M                              |   | 6,800   | A          | \$0.28                 | 13,808  | D  |   |
| Common Stock                    | 12/02/2022                           |  | M                              |   | 10,000  | A          | \$38.46                | 23,808  | D  |   |
| Common Stock                    | 12/02/2022                           |  | S                              |   | 10,000  | D          | \$63.5 <sup>(4)</sup>  | 13,808  | D  |   |
| Common Stock                    | 12/05/2022                           |  | M                              |   | 36  | A          | \$0.28                 | 13,844  | 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 |   |  |  |   |  | Title |
| Stock Option (Right to Buy)                | \$0.28   | 12/01/2022                           |  | M <sup>(1)</sup>               |   |  | 3,000  | (5)  | 05/29/2023      | Common Stock  | 3,000                                      | \$0.00   | 6,273   | D  |       |
| Stock Option (Right to Buy)                | \$0.28   | 12/02/2022                           |  | M                              |   |  | 6,237  | (5)  | 05/29/2023      | Common Stock  | 6,237                                      | \$0.00   | 36  | D  |       |
| Stock Option (Right to Buy)                | \$0.28   | 12/02/2022                           |  | M                              |   |  | 6,800  | (5)  | 03/27/2023      | Common Stock  | 6,800                                      | \$0.00   | 0   | D  |       |
| Stock Option (Right to Buy)                | \$38.46  | 12/02/2022                           |  | M                              |   |  | 10,000 | (6)  | 02/24/2031      | Common Stock  | 10,000                                     | \$0.00   | 15,000  | D  |       |
| Stock Option (Right to Buy)                | \$0.28   | 12/05/2022                           |  | M                              |   |  | 36     | (5)  | 05/29/2023      | Common Stock  | 36   | \$0.00   | 0   | D  |       |

**Explanation of Responses:**

- The reported transactions were effected pursuant to a Rule 10b5-1 trading plan.
- The price reported is a weighted average price. These shares were sold in multiple transactions ranging from \$60.23 to \$61.22, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company 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 \$61.29 to \$61.99, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company 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 \$63.50 to \$63.55, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company 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 option is fully vested.

6. 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.

**Remarks:**

By: /s/ Stephen Gordon, as  
attorney-in-fact

12/05/2022

\*\* 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.**