

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>Ranganath Anil P.</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) See remarks	
		3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2024</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
		4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

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	06/05/2024		S ⁽¹⁾		703	D	\$135.21	8,809	D	
Common Stock	08/07/2024		M		4,289	A	\$93.88	13,182 ⁽²⁾	D	
Common Stock	08/07/2024		S		4,289	D	\$152.2	8,893 ⁽²⁾	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)	\$93.88	08/07/2024		M			4,289	(3)	08/01/2033	Common Stock	4,289	\$0.00	10,420	D	

Explanation of Responses:

- Required number of shares sold by the reporting person to cover tax withholding obligations in connection with the vesting of restricted stock units. This sale was made to satisfy tax withholding obligations through a "sell to cover" transaction pursuant to the terms of the RSU award.
- Includes 84 shares of Issuer's Common Stock acquired on June 28, 2024, pursuant to the TransMedics Group, Inc. 2019 Employee Stock Purchase Plan ("ESPP"), for the option period of January 2, 2024 to June 28, 2024. This transaction is exempt from Rule 16b-3(c). In accordance with the ESPP, these shares were purchased at a price equal to 85% of the closing price of Issuer's Common Stock on January 2, 2024.
- The option vested as to 25% on June 5, 2024 and will vest as to the remaining shares in equal monthly installments over three years thereafter, subject to continued service.

Remarks:

Senior Vice President, General Counsel and Secretary

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

08/09/2024

** 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.

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.