

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 2, 2020**

**TransMedics Group, Inc.**  
(Exact name of Registrant as Specified in Its Charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**001-38891**  
(Commission  
File Number)

**83-2181531**  
(IRS Employer  
Identification No.)

**200 Minuteman Road**  
**Andover, Massachusetts 01810**  
(Address of Principal Executive Offices, and Zip Code)

**(978) 552-0900**  
Registrant's Telephone Number, Including Area Code

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, no par value per share</b>	<b>TMDX</b>	<b>The Nasdaq Stock Market LLC (The Nasdaq Global Market)</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 8.01 Other Events

As previously reported, TransMedics Group, Inc. (the “Company”) entered into an Underwriting Agreement, dated May 26, 2020 (the “Underwriting Agreement”), with J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named in Schedule I thereto (the “Underwriters”), relating to the underwritten offering of 5,000,000 shares of the Company’s common stock, no par value per share (the “Common Stock”). In addition, the Company granted the Underwriters an option to purchase, at the public offering price less any underwriting discounts and commissions, an additional 750,000 shares of Common Stock, exercisable for 30 days from the date of the Underwriting Agreement (the “Option to Purchase Additional Shares”). On June 2, 2020, the Underwriters exercised the Option to Purchase Additional Shares in full to purchase 750,000 shares of Common Stock (the “Additional Shares”) at a price of \$13.16 per share. The issuance and sale of the Additional Shares is expected to take place on or about June 5, 2020, subject to the satisfaction of customary closing conditions.

The offering was made pursuant to a shelf registration statement the Company filed with the Securities and Exchange Commission that became effective on May 21, 2020 (File No. 333-238052) and a related prospectus supplement.

Ropes & Gray, LLP, counsel to the Company, has issued an opinion to the Company, dated June 5, 2020, regarding the Additional Shares. A copy of the opinion is filed as Exhibit 5.1 to this Current Report on Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
5.1	<a href="#">Opinion of Ropes &amp; Gray LLP</a>
23.1	<a href="#">Consent of Ropes &amp; Gray LLP (included in Exhibit 5.1 above)</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

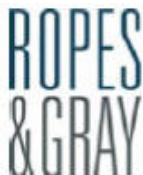
TransMedics Group, Inc.

Date: June 5, 2020

By: /s/ Stephen Gordon

**Stephen Gordon**

**Chief Financial Officer, Treasurer and Secretary**



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

June 5, 2020

TransMedics Group, Inc.  
200 Minuteman Road  
Andover, MA 01810

Re: Registration Statement on Form S-3 (File No. 333- 238052)

Ladies and Gentlemen:

We have acted as counsel to TransMedics Group, Inc., a Massachusetts corporation (the "Company"), in connection with the issuance and sale of 750,000 shares of the common stock, no par value per share (the "Additional Shares"), of the Company pursuant to the above-referenced registration statement (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). The Additional Shares are being sold pursuant to an underwriting agreement, dated May 26, 2020 (the "Underwriting Agreement"), among the Company and J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the underwriters named therein, and pursuant to the exercise in full by the underwriters of their option to purchase up to an additional 750,000 shares of common stock on the terms specified in the Underwriting Agreement.

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Massachusetts Business Corporation Act.

Based upon and subject to the foregoing, we are of the opinion that the Additional Shares have been duly authorized and, when issued and delivered pursuant to the Underwriting Agreement against payment of the consideration set forth therein, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP