

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>UNITED THERAPEUTICS Corp</u>  (Last) (First) (Middle) 1040 SPRING STREET  (Street) SILVER SPRING MD 20910  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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	05/06/2019		c <sup>(1)</sup>		2,553,240	A	(1)	2,553,240	I	By Lung Biotechnology PBC <sup>(2)</sup>

**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	Amount or Number of Shares				
Series E Convertible Preferred Stock	(1)	05/06/2019		c <sup>(1)</sup>			6,562,232	(1)	(1)	Common Stock	1,874,923	(1)	0	I	By Lung Biotechnology PBC <sup>(2)</sup>
Series F Convertible Preferred Stock	(1)	05/06/2019		c <sup>(1)</sup>			2,374,109	(1)	(1)	Common Stock	678,317	(1)	0	I	By Lung Biotechnology PBC <sup>(2)</sup>

1. Name and Address of Reporting Person\*  
UNITED THERAPEUTICS Corp  
 (Last) (First) (Middle)  
 1040 SPRING STREET  
 (Street)  
 SILVER SPRING MD 20910  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Lung Biotechnology PBC  
 (Last) (First) (Middle)  
 1040 SPRING STREET  
 (Street)  
 SILVER SPRING MD 20910  
 (City) (State) (Zip)

**Explanation of Responses:**

- The Preferred Stock reported herein is preferred stock of TransMedics, Inc. Immediately prior to the closing of the Issuer's initial public offering, pursuant to the Agreement and Plan of Merger and Reorganization, by and among the Issuer, TransMedics, Inc. and TMDX, Inc., dated as of April 15, 2019, such preferred stock of TransMedics, Inc. was converted into shares of common stock of the Issuer based on (i) the one-for-one ratio on which such shares of preferred stock of TransMedics Inc. were convertible into shares of common stock of TransMedics Inc. according to their terms and (ii) the 3.5-for-one ratio on which shares of common stock of TransMedics, Inc. were converted into shares of common stock of the Issuer. The preferred stock had no expiration date.
- The securities reported as being indirectly beneficially owned by United Therapeutics Corporation are directly beneficially owned by Lung Biotechnology PBC. Lung Biotechnology PBC is a wholly-owned subsidiary of United Therapeutics Corporation.

By: /s/ John S. Hess, Jr.  
Executive Vice President,

05/06/2019

[Deputy General Counsel and  
Assistant Secretary, United  
Therapeutics Corporation](#)

[By: /s/ John S. Hess, Jr.,  
Executive Vice President,  
Deputy General Counsel and  
Assistant Secretary, Lung  
Biotechnology PBC](#)

[05/06/2019](#)

\*\* 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.**