

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>KANIA EDWIN M JR</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2019</u>	
	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	12/12/2019		j ⁽¹⁾		390,000	D	\$0.00 ⁽¹⁾	779,571	I	By OneLiberty Ventures 2000, L.P. ⁽²⁾
Common Stock	12/12/2019		j ⁽¹⁾		3,873	A	\$0.00 ⁽¹⁾	3,873	I	By OneLiberty Partners 2000, LLC ⁽²⁾
Common Stock								25,234	I	By OneLiberty Advisors Fund 2000, L.P. ⁽²⁾
Common Stock								57,142	I	OneLiberty Ventures, Inc. ⁽²⁾
Common Stock								153,928	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)		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)					

Explanation of Responses:

1. On December 12, 2019, OneLiberty Ventures Fund 2000, L.P. ("OneLiberty 2000") distributed to its limited partners and sole general partner, OneLiberty Partners 2000, LLC ("OneLiberty GP"), pro rata and without consideration, 390,000 shares of the Issuer's common stock. The aforementioned distribution was made in accordance with the exemptions afforded by Rule 16a-13 and Rule 16a-9 of the Securities Exchange Act, as amended.

2. Edwin M. Kania, Jr. is a manager of OneLiberty GP, which is the general partner of OneLiberty 2000 and OneLiberty Advisors Fund 2000, L.P. ("OneLiberty Advisors 2000" and together with OneLiberty 2000, the "OneLiberty Funds"). Mr. Kania is also the principal of OneLiberty Ventures, Inc., which is the management company for, and provides services in connection with the investment activities of, the OneLiberty Funds. By virtue of the foregoing relationships, Mr. Kania may be deemed to indirectly beneficially own the securities held by OneLiberty GP, the OneLiberty Funds and OneLiberty Ventures, Inc., however he disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

By: /s/ Stephen Gordon, 12/12/2019
Attorney-in-fact

** 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.