

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2025-02-26** | Period of Report: **2025-02-24**
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REPORTING OWNER

Ranganath Anil P.

CIK: [1980144](#)

Type: 4 | Act: 34 | File No.: [001-38891](#) | Film No.: [25671919](#)

Mailing Address
C/O TRANSMEDICS GROUP,
INC.
200 MINUTEMAN ROAD,
SUITE 302
ANDOVER MA 01810

ISSUER

TransMedics Group, Inc.

CIK: [1756262](#) | IRS No.: [000000000](#) | State of Incorp.: [MA](#) | Fiscal Year End: [1231](#)

SIC: [3845](#) Electromedical & electrotherapeutic apparatus

Mailing Address
200 MINUTEMAN ROAD
ANDOVER MA 01810

Business Address
200 MINUTEMAN ROAD
ANDOVER MA 01810
9785520900

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Ranganath Anil P.	2. Issuer Name and Ticker or Trading Symbol TransMedics Group, Inc. [TMDX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See remarks
(Last) (First) (Middle) C/O TRANSMEDICS GROUP, INC., 200 MINUTEMAN ROAD	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2025	
(Street) ANDOVER, MA 01810	4. If Amendment, Date Original Filed(Month/Day/Year)	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
(City) (State) (Zip)		

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)				
Common Stock	02/24/2025		A			5,634 (1)	A	\$ 0	14,641 (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$77.12	02/24/2025		A	8,479		(3)	02/24/2035	Common Stock	8,479	\$ 0	8,479	D

Explanation of Responses:

1. Consists of 5,634 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock.

2. Includes 114 shares of Issuer's Common Stock acquired on December 31, 2024, pursuant to the TransMedics Group, Inc. 2019 Employee Stock Purchase Plan ("ESPP"), for the option period of July 1, 2024 to December 31, 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 December 31, 2024.
3. The option vests at a rate of 2.0833% of the total number of shares subject to the option each month following February 24, 2025 until the option is fully vested on February 24, 2029, subject to continued service.

Remarks:

Senior Vice President, General Counsel and Secretary, Exhibit List: Exhibit 24 - Power of Attorney

Signatures

By: /s/ Gerardo Hernandez, Attorney-in-Fact

** Signature of Reporting Person

02/26/2025

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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Waleed Hassanein and Gerardo Hernandez, and each of them individually, with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

- (1)prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended, or any rule or regulation of the SEC;
- (2)execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of TransMedics Group, Inc. (the "Company"), Forms 3, 4, 5 and any Schedules 13D or 13G in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;
- (3)do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4)take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as each such attorney-in-fact may approve in each such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, 5, and any Schedules 13D or 13G with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each foregoing attorney-in-fact.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 13th day of January, 2025.

/s/ Anil Ranganath

Name: Anil Ranganath
