

UNITED THERAPEUTICS Corp
 Form 3
 May 01, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| UNITED THERAPEUTICS Corp | | | (Month/Day/Year) | TransMedics Group, Inc. [TMDX] | |
| (Last) | (First) | (Middle) | 05/01/2019 | | |
| 1040 SPRING STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| SILVER | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| SPRING, MD 20910 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|-------|-------|--------------|---------------|--------|---|-------------------------------|
| Series E Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,874,923 (1) | \$ (1) | I | By Lung Biotechnology PBC (2) |
| Series F Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 678,317 (1) | \$ (1) | I | By Lung Biotechnology PBC (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UNITED THERAPEUTICS Corp 1040 SPRING STREET SILVER SPRING,Â MDÂ 20910 | Â | Â X | Â | Â |
| Lung Biotechnology PBC 1040 SPRING STREET SILVER SPRING,Â MDÂ 20910 | Â | Â X | Â | Â |

Signatures

By: /s/ John S. Hess, Jr., Executive Vice President, Deputy General Counsel and Assistant Secretary, United Therapeutics Corporation

05/01/2019

**Signature of Reporting Person

Date

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

05/01/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

As of the date of this Form 3, 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 terms of 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. will be converted into

(1) 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. are 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. will be converted into shares of common stock of the Issuer (the "Conversion"). The Preferred Stock has no expiration date. The number of shares in Column 3 reflects the Reporting Person's holdings following the Conversion.

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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