SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McDonald Damien	LivaNova PLC [LIVN]	Director / 10% Owner / X Officer (give title below) / Other (specify below) — CEO
(Last) (First) (Middle): 20 EASTBOURNE TERRACE	3. Date of Earliest Transaction (Month/Day/Year): 03/01/2021	
(Street): LONDON X0 W2 6LG	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person / 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)	Price			
Ordinary Shares	03/01/2021		M		13,352	A	$0(1)	70,251	D	
Ordinary Shares	03/01/2021		F		6,276(2)	D	$76.74	63,975	D	
Ordinary Shares	03/01/2021		M		7,275	A	$0(3)	71,250	D	
Ordinary Shares	03/01/2021		F		3,420(2)	D	$76.74	67,830	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: 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				
Restricted Stock Units	(4)	03/01/2021		M			13,352	(5)	(5)	Ordinary Shares	13,352	$0	0(6)	D	
Performance Stock Units	(7)	03/01/2021		M			7,275	(8)	(8)	Ordinary Shares	7,275	$0	0(6)	D	

Explanation of Responses:

1. Reporting person had vested restricted stock units (RSUs) settled in ordinary shares of LivaNova PLC (the Company), GBP 1.00 par value.
2. The referenced shares were withheld from distribution at the request of reporting person to satisfy tax liability.
3. Reporting person had vested performance stock units (PSUs) settled in ordinary shares of the Company.
4. Each RSU represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the LivaNova PLC 2015 Incentive Award Plan (the Plan) and the award agreement.
5. On May 5, 2017, reporting person was granted RSUs, of which the last 25% vested on March 1, 2021.
6. This number reflects the number of derivative securities beneficially owned following reported transaction for this specific grant.
7. Each PSU represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the Plan and the award agreement.
8. On March 15, 2018, reporting person was granted PSUs to vest or lapse on the filing of the Company's 2020 Form 10-K based on how the Company's cumulative adjusted free cash flow for fiscal years 2018, 2019 and 2020 compares to a target.

Remarks:

/s/ Sarah K. Mohr, POA — 03/03/2021

** 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.