

☐ 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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Bolton Stephanie</u> (Last) (First) (Middle) <u>C/O LIVANOVA PLC</u> <u>20 EASTBOURNE TERRACE</u> (Street) <u>LONDON</u> <u>X0</u> <u>W2 6LA</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LivNova PLC</u> [<u>LIVN</u>] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Global Epilepsy</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2024</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |

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 | 03/30/2024 | | M | | 7,744 | A | \$0 ⁽¹⁾ | 13,205 | D | |
| Ordinary Shares | 03/30/2024 | | F | | 3,643 ⁽²⁾ | D | \$55.94 | 9,562 | 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 | (3) | 03/30/2024 | | M | | | 573 | (4) | (4) | Ordinary Shares | 573 | \$0 | 0 | D | |
| Restricted Stock Units | (3) | 03/30/2024 | | M | | | 427 | (5) | (5) | Ordinary Shares | 427 | \$0 | 426 | D | |
| Restricted Stock Units | (3) | 03/30/2024 | | M | | | 457 | (6) | (6) | Ordinary Shares | 457 | \$0 | 914 | D | |
| Restricted Stock Units | (7) | 03/30/2024 | | M | | | 1,330 | (8) | (8) | Ordinary Shares | 1,330 | \$0 | 3,989 | D | |
| Performance Stock Units | (9) | 03/30/2024 | | M | | | 1,706 | (10) | (10) | Ordinary Shares | 1,706 | \$0 | 0 | D | |
| Performance Stock Units | (9) | 03/30/2024 | | M | | | 1,290 | (11) | (11) | Ordinary Shares | 1,290 | \$0 | 0 | D | |
| Performance Stock Units | (9) | 03/30/2024 | | M | | | 1,961 | (12) | (12) | Ordinary Shares | 1,961 | \$0 | 0 | D | |
| Restricted Stock Units | (7) | 03/30/2024 | | A | | 4,915 | | (13) | (13) | Ordinary Shares | 4,915 | \$0 | 4,915 | D | |
| Performance Stock Units | (14) | 03/30/2024 | | A | | 2,457 | | (15) | (15) | Ordinary Shares | 2,457 | \$0 | 2,457 | D | |
| Performance Stock Units | (14) | 03/30/2024 | | A | | 2,457 | | (16) | (16) | Ordinary Shares | 2,457 | \$0 | 2,457 | D | |
| Performance Stock Units | (14) | 03/30/2024 | | A | | 4,915 | | (17) | (17) | Ordinary Shares | 4,915 | \$0 | 4,915 | D | |
| Stock Appreciation Rights | \$55.94 | 03/30/2024 | | A | | 10,746 | | (18) | (18) | Ordinary Shares | 10,746 | \$0 | 10,746 | D | |

Explanation of Responses:

1. Reporting person had vested restricted stock units (RSUs) and performance stock units (PSUs) settled in Ordinary Shares of LivNova PLC (the Company).
2. The referenced shares were withheld from distribution to satisfy tax liability.
3. Each RSU represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan (the 2015 Plan) and the award agreement.
4. The reporting person was granted 2,295 RSUs on March 30, 2020, subject to a four-year vesting in equal annual installments, which began on March 30, 2021. RSUs reported here vested 25% on March 30, 2024. The RSUs were subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
5. The reporting person was granted 1,706 RSUs on March 30, 2021, subject to a four-year vesting in equal annual installments, which began on March 30, 2022. The remaining unvested RSUs reported here vest 25% on March 30, 2025. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
6. The reporting person was granted 1,828 RSUs on March 30, 2022, subject to a four-year vesting in equal annual installments, which began on March 30, 2023. The remaining unvested RSUs reported here vest 25% on March 30, 2025 and March 30, 2026. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
7. Each RSU represents a contingent right to receive one Ordinary Share, in accordance with the terms of the LivNova PLC 2022 Incentive Award Plan (the 2022 Plan) and the award agreement.
8. The reporting person was granted 5,319 RSUs on March 30, 2023, subject to a four-year vesting in equal annual installments, which began on March 30, 2024. The unvested RSUs reported here vest 25% on March 30, 2025, March 30, 2026, and March 30, 2027. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.

9. Each PSU represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the 2015 Plan and the terms of the award agreement.
10. On March 30, 2021, the reporting person received a grant of 853 PSUs. The number of PSUs that vested was the result of the Company's performance against a target related to Free Cash Flow (FCF) for fiscal year 2021 with additional two years service condition. The performance achieved was 200%, and the actual number of vested shares is presented as the quantity that was acquired.
11. On March 30, 2021, the reporting person received a grant of 853 PSUs. The number of PSUs that vested was the result of the Company's Return on Investment Capital (ROIC) for fiscal year 2021 with additional two years service condition. The performance achieved was 151.30%, and the actual number of vested shares is presented as the quantity that was acquired.
12. On March 30, 2021, the reporting person was granted 1,706 PSUs. The vesting of the PSUs depended on the Company's performance against a target of the total shareholder return (TSR) for fiscal years 2021, 2022, and 2023, compared to peer companies. The Company's performance achieved a result of 115%, and the actual number of vested shares is presented as the quantity that was acquired.
13. On March 30, 2024, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting occurring on March 30, 2025. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.
14. Each performance stock unit (PSU) represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the 2022 Plan and the award agreement.
15. On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on how the Company's FCF for performance period 2024-2026 compares to a target determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
16. On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on how the Company's ROIC calculated for the performance period 2024-2026 compares to a target determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
17. On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on the Company's TSR for the three-year period beginning on January 1, 2024 and ending December 31, 2026 relative to the TSR of an index of companies, as determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
18. On March 30, 2024, reporting person was granted stock appreciation rights (SARs) subject to a four-year vesting in equal annual installments, the first vesting occurring on March 30, 2025. The SARs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.

Remarks:

/s/ Sarah K. Mohr, Attorney-in-Fact 04/02/2024

** 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.

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