

☐ 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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Manko Douglas John</u> (Last) (First) (Middle) <u>20 EASTBOURNE TERRACE</u> (Street) <u>LONDON</u> <u>X0</u> <u>W2 6LG</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LivNova PLC [LIVN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>Chief Accounting Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	05/05/2017		A			(2)(3)	(2)(3)	Ordinary Shares	2,975	\$0	2,975	D	
Stock Appreciation Rights	(4)	05/05/2017		A			(5)	(5)	Ordinary Shares	10,439	\$0	10,439	D	

Explanation of Responses:

1. Each restricted stock unit (RSU) represents a contingent right to receive one ordinary share (Ordinary Share) of LivNova PLC (the Company), GBP 1.00 par value, in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan (the Plan).
2. Each RSU represents a contingent right to receive one ordinary share of LivNova PLC stock, GBP 1.00 par value, according to the terms of the LivNova PLC 2015 Incentive Award Plan. Twenty-five percent of the RSUs will vest on the second day after release of LivNova's full-year 2017 financial results (Measure Date) and 25% on each of the first three anniversaries of the Measure Date, provided and to the extent that adjusted net income, as reported in LivNova's press release on the Measure Date, is at least 95% of an adjusted net income target (Target Net Income), at which 50% of the RSUs become eligible for vesting. The number included in column 5 of Table II reflects the RSUs eligible for vesting at the Target Net Income. The number of RSUs eligible for vesting ranges from 0 to 175% of the number in column 5, on overachievement of 125% of Target Net Income.
3. Each RSU represents a contingent right to receive one ordinary share of LivNova PLC stock, GBP 1.00 par value, according to the terms of the LivNova PLC 2015 Incentive Award Plan. Twenty-five percent of the RSUs will vest on the second day after release of LivNova's full-year 2017 financial results (Measure Date) and 25% on each of the first three anniversaries of the Measure Date, provided and to the extent that adjusted net sales, as reported in LivNova's press release on the Measure Date, is at least 95% of an adjusted net sales target (Target Net Sales), at which 50% of the RSUs become eligible for vesting. The number of RSUs eligible for vesting ranges from 0 to 175%, on overachievement of 125% of Target Net Sales. The number included in column 5 of Table II reflects the RSUs eligible for vesting at the Target Net Sales.
4. \$56.17 Conversion or Exercise Price of Derivative Security
5. Reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the Plan and the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the four anniversaries of May 5, 2017. Payment of such amount shall be in cash, Ordinary Shares (based on their fair market value as of the date the SAR is exercised) or a combination of both, as determined by the Plan Administrator.

Remarks:

Douglas J. Manko 05/09/2017
** 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.