

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>WISE DAVID S</u>  (Last) (First) (Middle) <u>20 EASTBOURNE TERRACE</u>  (Street) <u>LONDON X0 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>03/01/2018</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 X Officer (give title below) Other (specify below) <u>Chief Administrative Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  X 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			
Ordinary Shares	03/01/2018		M		2,629	A	\$0 <sup>(1)</sup>	40,548	D	
Ordinary Shares	03/01/2018		F		708 <sup>(2)</sup>	D	\$89.57	39,840	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)	03/01/2018		M			2,629	(4)	(4)	Ordinary Shares	2,629	\$0	32,223	D	

Explanation of Responses:

1. Reporting person had vested restricted stock units (RSUs) settled in ordinary shares of LivNova PLC (the Company), GBP 1.00 par value.
2. The referenced shares were withheld from distribution at the request of reporting person. Such shares were forfeited and the associated value was used to offset the tax liability associated with the March 1, 2018 vesting of 2,629 RSUs.
3. 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).
4. On May 5, 2017, reporting person was granted 10,515 RSUs that vest 25% on the second day after release of LivNova's full-year 2017 financial results, February 28, 2018 (Measure Date), provided and to the extent that a market condition is achieved on the Measure Date. The market condition is a stock price that ranges between a threshold price, at which one-third of the RSUs become eligible for vesting and a target price, at which all of the RSUs become eligible for vesting, with the number of RSUs eligible for vesting at a price between the threshold price and the target price determined by linear interpolation. The number included in column 5 of Table II reflects the RSUs eligible for vesting at the target price.

Remarks:

/s/ David S. Wise

03/05/2018

\*\* 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.