

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

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

1. Name and Address of Reporting Person* <u>McDonald Damien</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>03/30/2023</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO</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
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	03/30/2023		M		3,213	A	\$0 ⁽¹⁾	105,882	D	
Ordinary Shares	03/30/2023		F		1,511 ⁽²⁾	D	\$42.71	104,371	D	
Ordinary Shares	03/30/2023		M		8,607	A	\$0 ⁽¹⁾	112,978	D	
Ordinary Shares	03/30/2023		F		4,046 ⁽²⁾	D	\$42.71	108,932	D	
Ordinary Shares	03/30/2023		M		5,119	A	\$0 ⁽¹⁾	114,051	D	
Ordinary Shares	03/30/2023		F		2,406 ⁽²⁾	D	\$42.71	111,645	D	
Ordinary Shares	03/30/2023		M		4,571	A	\$0 ⁽¹⁾	116,216	D	
Ordinary Shares	03/30/2023		F		2,149 ⁽²⁾	D	\$42.71	114,067	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)	03/30/2023		M			3,213	(4)	(4)	Ordinary Shares	3,213	\$0	0 ⁽⁵⁾	D	
Restricted Stock Units	(3)	03/30/2023		M			8,607	(6)	(6)	Ordinary Shares	8,607	\$0	8,606 ⁽⁵⁾	D	
Restricted Stock Units	(3)	03/30/2023		M			5,119	(7)	(7)	Ordinary Shares	5,119	\$0	10,238 ⁽⁵⁾	D	
Restricted Stock Units	(3)	03/30/2023		M			4,571	(8)	(8)	Ordinary Shares	4,571	\$0	13,712 ⁽⁵⁾	D	
Restricted Stock Units	(9)	03/30/2023		A		38,416		(10)	(10)	Ordinary Shares	38,416	\$0	38,416	D	
Performance Stock Units	(11)	03/30/2023		A		19,208		(12)	(12)	Ordinary Shares	19,208	\$0	19,208	D	
Performance Stock Units	(11)	03/30/2023		A		19,208		(13)	(13)	Ordinary Shares	19,208	\$0	19,208	D	
Performance Stock Units	(11)	03/30/2023		A		38,416		(14)	(14)	Ordinary Shares	38,416	\$0	38,416	D	
Stock Appreciation Rights	\$42.71	03/30/2023		A		81,613		(15)	(15)	Ordinary Shares	81,613	\$0	81,613	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 to satisfy tax liability.
3. Each RSU represents a contingent right to receive one ordinary share of the Company, GBP 1.00 par value, in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan (the Plan) and the award agreement.
4. On March 30, 2019, reporting person was granted RSUs subject to a four-year vesting schedule, the first vesting for which occurred on March 30, 2020. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.
5. This number reflects the number of derivative securities beneficially owned following reported transaction for this specific grant.

6. On March 30, 2020, reporting person was granted RSUs subject to a four-year vesting schedule, the first vesting for which occurred on March 30, 2021. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.
7. On March 30, 2021, reporting person was granted RSUs subject to a four-year vesting schedule, the first vesting for which occurred on March 30, 2022. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.
8. On March 30, 2022, reporting person was granted RSUs subject to a four-year vesting schedule, the first vesting for which occurred on March 30, 2023. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.
9. Each RSU represents a contingent right to receive one ordinary share of the Company, GBP 1.00 par value, in accordance with the terms of the LivaNova PLC 2022 Incentive Award Plan (the 2022 Plan) and the award agreement.
10. On March 30, 2023, reporting person was granted RSUs subject to a four-year vesting schedule, the first vesting occurring on March 30, 2024. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.
11. 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.
12. On March 30, 2023, reporting person was granted PSUs to vest or lapse on March 30, 2026 based on how the Company's free cash flow (FCF) for performance period 2023-2025 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.
13. On March 30, 2023, reporting person was granted PSUs to vest or lapse on March 30, 2026 based on how the Company's Return on Investment Capital (ROIC) calculated for the performance period 2023-2025 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.
14. On March 30, 2023, reporting person was granted PSUs to vest or lapse on March 30, 2026 based on the the Company's total shareholder return (TSR) for the three-year period beginning on January 1, 2023 and ending December 31, 2025 relative to the total shareholder return of a peer group 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.
15. On March 30, 2023, reporting person was granted stock appreciation rights (SARs) subject to a four-year vesting schedule, the first vesting occurring on March 30, 2024. 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, POA
** Signature of Reporting Person

03/30/2023
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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