

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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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>			2. Issuer Name and Ticker or Trading Symbol <u>LivaNova PLC [LIVN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <u>CEO</u> Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2020</u>					
<u>20 EASTBOURNE TERRACE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			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 _____		
(Street)								
<u>LONDON</u>	<u>X0</u>	<u>W2 6LG</u>						
(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	03/30/2020		M		3,214	A	\$0 ⁽¹⁾	74,992	D	
Ordinary Shares	03/30/2020		F		1,511 ⁽²⁾	D	\$45.75	73,481	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)	03/30/2020		M			3,214	(4)	(4)	Ordinary Shares	3,214	\$0	111,306	D	
Restricted Stock Units	(3)	03/30/2020		A		34,427		(5)	(5)	Ordinary Shares	34,427	\$0	145,733	D	
Performance Stock Units	(6)	03/30/2020		A		34,427		(7)	(7)	Ordinary Shares	34,427	\$0	180,160	D	
Performance Stock Units	(6)	03/30/2020		A		34,427		(8)	(8)	Ordinary Shares	34,427	\$0	214,587	D	
Stock Appreciation Rights	(9)	03/30/2020		A		78,517		(10)	(10)	Ordinary Shares	78,517	\$0	290,056	D	

Explanation of Responses:

- Reporting person had vested restricted stock units (RSUs) settled in ordinary shares (Ordinary Share(s)) of LivaNova PLC (the Company), GBP 1.00 par value.
- The referenced shares were withheld from distribution at the request of reporting person to satisfy tax liability.
- 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 2015 Incentive Award Plan (the Plan) and the award agreement.
- Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 30, 2019, subject to continued service during the vesting period and the award agreement.
- Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 30, 2020, subject to continued service during the vesting period and the award agreement.
- Each performance stock unit (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.
- On March 30, 2020, reporting person was granted 34,427 PSUs to vest or lapse on the filing of the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2022 ("2022 Form 10-K") based on the rank of the Company's total shareholder return for the three-year period ending December 31, 2022 relative to the total shareholder return of a peer group of companies, as determined by the Plan Administrator. The form of agreement for this award was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 1, 2019. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.
- On March 30, 2020, reporting person was granted 34,427 PSUs to vest or lapse on the filing of the Company's 2022 Form 10-K for the fiscal year ending December 31, 2022 based on how the Company's cumulative adjusted free cash flow for fiscal years 2020, 2021 and 2022 compares to a target determined by the Plan Administrator. The form of agreement for this award was filed with the Securities and Exchange Commission on April 1, 2019. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.
- \$43.57 Conversion or Exercise Price of Derivative Security.
- 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 first four anniversaries of the grant date, March 30, 2020.

Remarks:

/s/ Sarah K. Mohr, POA 04/01/2020

** 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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