

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

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

|   |  |  |
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| 1. Name and Address of Reporting Person*<br><u>Simpson Alistair</u><br><br>(Last) (First) (Middle)<br><u>20 EASTBOURNE TERRANCE</u><br><br>(Street)<br><u>LONDON</u> <u>X0</u> <u>W26LG</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LivNova PLC</u> [ <u>LIVN</u> ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/15/2019</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>General Manager, CS</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |
|---|--|--|

| 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  | 03/15/2019                           |  | M                              |   | 531   | A          | \$0 <sup>(1)</sup> | 1,874   | D  |   |
| Ordinary Shares  | 03/15/2019                           |  | F                              |   | 249 <sup>(2)</sup>  | D          | \$95.84            | 1,625   | D  |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |  |   |                                      |   |   |     |  |                    |  |  |   |  |   |  |
|---|--|--|---|--------------------------------------|---|---|-----|--|--------------------|--|--|---|--|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4. Transaction<br>Code (Instr.<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |   | Code                                 | V | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |   |  |
| Ordinary<br>Shares  | (3)  | 03/15/2019                                 |   | M                                    |   |   | 531 | (4)  | (4)                | Ordinary<br>Shares   | 531                                    | \$0   | 11,268   | D   |  |

Explanation of Responses:

1. Reporting person had vested restricted stock units (RSUs) settled in ordinary shares (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. Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 15, 2018, subject to continued service during the vesting period.

Remarks:

/s/ Catherine Moroz, POA      03/19/2019  
\*\* 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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