

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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1. Name and Address of Reporting Person* <u>Bolton Stephanie</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/01/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>LivNova PLC [LIVN]</u>
(Last) (First) (Middle) <u>C/O LIVANOVA PLC</u> <u>20 EASTBOURNE TERRACE</u>		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner X Officer (give title below) Other (specify below) <u>President, Global Epilepsy</u></div>
(Street) <u>LONDON X0 W2 6LA</u>		5. If Amendment, Date of Original Filed (Month/Day/Year)
(City) (State) (Zip)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	5,461	D	

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Appreciation Rights	(1)	03/30/2033	Ordinary Shares	11,619	42.71	D	
Stock Appreciation Rights	(2)	03/30/2032	Ordinary Shares	4,410	82.04	D	
Stock Appreciation Rights	(3)	03/30/2031	Ordinary Shares	4,286	73.25	D	
Stock Appreciation Rights	(4)	03/30/2030	Ordinary Shares	6,377	43.57	D	
Stock Appreciation Rights	(5)	03/30/2029	Ordinary Shares	2,271	97.25	D	
Stock Appreciation Rights	(6)	03/15/2028	Ordinary Shares	1,605	88.38	D	
Stock Appreciation Rights	(7)	05/05/2027	Ordinary Shares	3,712	56.17	D	
Restricted Stock Units ⁽⁸⁾	(9)	(9)	Ordinary Shares	5,319	(9)	D	
Restricted Stock Units ⁽¹⁰⁾	(11)	(11)	Ordinary Shares	1,371	(11)	D	
Restricted Stock Units ⁽¹⁰⁾	(12)	(12)	Ordinary Shares	853	(12)	D	
Restricted Stock Units ⁽¹⁰⁾	(13)	(13)	Ordinary Shares	573	(13)	D	
Performance Stock Units ⁽¹⁴⁾	(15)	(15)	Ordinary Shares	2,659	0	D	
Performance Stock Units ⁽¹⁴⁾	(16)	(16)	Ordinary Shares	2,659	0	D	
Performance Stock Units ⁽¹⁴⁾	(17)	(17)	Ordinary Shares	5,319	0	D	
Performance Stock Units ⁽¹⁸⁾	(19)	(19)	Ordinary Shares	914	0	D	
Performance Stock Units ⁽¹⁸⁾	(20)	(20)	Ordinary Shares	914	0	D	
Performance Stock Units ⁽¹⁸⁾	(21)	(21)	Ordinary Shares	1,828	0	D	
Performance Stock Units ⁽¹⁸⁾	(22)	(22)	Ordinary Shares	853	0	D	
Performance Stock Units ⁽¹⁸⁾	(23)	(23)	Ordinary Shares	853	0	D	
Performance Stock Units ⁽¹⁸⁾	(24)	(24)	Ordinary Shares	1,706	0	D	
Option to purchase common stock	(25)	06/15/2024	Ordinary Shares	551	57.39	D	

Explanation of Responses:

1. Reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the 2022 Plan and the award agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date, March 30, 2023.
2. Reporting person was granted an award of SARs. Subject to the terms and conditions of the 2015 Plan and the award agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date, March 30, 2022.
3. Reporting person was granted an award of SARs. Subject to the terms and conditions of the 2015 Plan and the award agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date, March 30, 2021.
4. Reporting person was granted an award of SARs. Subject to the terms and conditions of the 2015 Plan and the award agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date, March 30, 2020.
5. Reporting person was granted an award of SARs. Subject to the terms and conditions of the 2015 Plan and the award agreement, the SARs vested in equal installments of 25% on each of the first four anniversaries of the grant date, March 30, 2019.
6. Reporting person was granted an award of SARs. Subject to the terms and conditions of the 2015 Plan and the award agreement, the SARs vested in equal installments of 25% on each of the first four anniversaries of the grant date, March 15, 2018.
7. Reporting person was granted an award of SARs. Subject to the terms and conditions of the 2015 Plan and the award agreement, the SARs vested in equal installments of 25% on each of the first four anniversaries of the grant date, May 5, 2017.
8. 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 2022 Incentive Award Plan (the "2022 Plan") and the award agreement.
9. The reporting person was granted 5,319 RSUs on December March 30, 2023, subject to a four-year vesting schedule, which begins on March 30, 2024. The unvested RSUs reported here vest 25% on March 30, 2024, March 30, 2025, March 30, 2026, and March 30, 2027. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.
10. Each RSU represents a contingent right to receive one Ordinary Share of LivNova PLC, GBP 1.00 par value, in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan (the "2015 Plan") and the award agreement.
11. The reporting person was granted 1,828 RSUs on December March 30, 2022, subject to a four-year vesting schedule, which began on March 30, 2023. The remaining unvested RSUs reported here vest 25% on March 30, 2024, March 30, 2025, and March 30, 2026. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
12. The reporting person was granted 1,706 RSUs on December March 30, 2021, subject to a four-year vesting schedule, which began on March 30, 2022. The remaining unvested RSUs reported here vest 25% on March 30, 2024, and on March 30, 2025. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
13. The reporting person was granted 2,295 RSUs on December March 30, 2020, subject to a four-year vesting schedule, which began on March 30, 2021. The remaining unvested RSUs reported here vest 25% on March 30, 2024. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
14. 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 terms of the award agreement.
15. 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 compared to a target determined by the 2022 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
16. 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 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
17. On March 30, 2023, reporting person was granted PSUs to vest or lapse on March 30, 2026 based on 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 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
18. Each PSU represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the 2015 Plan and the terms of the award agreement.
19. On March 30, 2022, reporting person was granted PSUs to vest or lapse on March 30, 2025 based on how the Company's free cash flow (FCF) for performance period January 1, 2022 to December 31, 2024 compares to a target determined by the 2015 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
20. On March 30, 2022, reporting person was granted PSUs to vest or lapse on March 30, 2025 based on how the Company's Return on Investment Capital (ROIC) calculated for the performance period 2022-2024 compares to a target determined by the 2015 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
21. On March 30, 2022, reporting person was granted PSUs to vest or lapse on March 30, 2025 based on the Company's total shareholder return (TSR) for the three-year period beginning on January 1, 2022 and ending December 31, 2024 relative to the total shareholder return of a peer group of companies, as determined by the 2015 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the

award agreement.

22. On March 30, 2021, reporting person was granted PSUs to vest or lapse on March 30, 2024 based on how the Company's free cash flow (FCF) for performance period of 2021 compares to a target determined by the 2015 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.

23. On March 30, 2021, reporting person was granted PSUs to vest or lapse on March 30, 2024 based on how the Company's Return on Investment Capital (ROIC) calculated for the performance period of 2021 compares to a target determined by the 2015 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.

24. On March 30, 2021, reporting person was granted PSUs to vest or lapse on March 30, 2024 based on the Company's total shareholder return (TSR) for the three-year period beginning on January 1, 2021 and ending December 31, 2023 relative to the total shareholder return of a peer group of companies, as determined by the 2015 Plan Administrator. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.

25. Reporting person was granted an award of stock options. These stock options were previously issued to the reporting person under the Cyberonics, Inc. 2009 Stock Plan and converted to LivaNova PLC stock options under the 2015 Plan on October 18, 2015. All options are vested and exercisable.

Remarks:

Exhibit List: Ex 24 - Power of Attorney

/s/ Sarah K. Mohr, Attorney-in-Fact

** Signature of Reporting Person

03/11/2024

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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENT, that the undersigned, **Stephanie Bolton**, hereby constitutes and appoints Michael Hutchinson, Sarah K. Mohr and Samuel Torres of LivaNova PLC, a public limited company organized under the laws of England and Wales (the "Company"), and each of them acting individually, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of the Company, Forms 3 and 4 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and executed any such Forms 3 or 4 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering or filing Forms 3 or 4 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof, and the authority of the attorneys-in-fact named in any such power of attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this **February 15, 2024**.

By: /s/ Stephanie Bolton
Stephanie Bolton

