

☐ 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>McDonald Damien</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>LivaNova PLC [LIVN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2023</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 <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
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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	02/27/2023		M		25,131	A	\$0 ⁽¹⁾	108,880	D	
Ordinary Shares	02/27/2023		F		11,812 ⁽²⁾	D	\$47.99	97,068	D	
Ordinary Shares	02/27/2023		M		10,569	A	\$0 ⁽¹⁾	107,637	D	
Ordinary Shares	02/27/2023		F		4,968 ⁽²⁾	D	\$47.99	102,669	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				
Performance Stock Units	(3)	02/27/2023		M			25,131	(4)	(4)	Ordinary Shares	25,131	\$0	0 ⁽⁵⁾	D	
Performance Stock Units	(3)	02/27/2023		M			10,569	(6)	(6)	Ordinary Shares	10,569	\$0	0 ⁽⁵⁾	D	

Explanation of Responses:

1. Reporting person had vested performance stock units (PSUs) settled in ordinary shares of LivaNova 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 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.
4. On March 30, 2020, the reporting person was granted 34,427 PSUs that would vest upon the filing of the Company's 2022 Form 10-K for the fiscal year ending December 31, 2022. The vesting of the PSUs depended on the Company's performance against a target of the relative total shareholder return (r-TSR) for fiscal years 2020, 2021, and 2022, compared to our peer companies. The Company's performance achieved a result of 73%, and the actual number of vested shares is presented as the quantity that was acquired.
5. This number reflects the number of derivative securities beneficially owned following reported transaction for this specific grant.
6. On March 30, 2020, the reporting person received a grant of 34,427 PSUs which were subject to vesting upon the filing of the Company's 2022 Form 10-K for the fiscal year ending December 31, 2022. The number of PSUs that vested was the result of the Company's performance against a target related to Adjusted Free Cash Flow for fiscal years 2020, 2021, and 2022. The performance achieved was 30.7%, and the actual number of vested shares is presented as the quantity that was acquired.

Remarks:

/s/ Sarah K. Mohr, POA03/01/2023

** Signature of Reporting PersonDate

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.