

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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



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  
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1. Name and Address of Reporting Person* <u>EQUINOX TWO S.C.A.</u>  (Last) (First) (Middle) <u>RIVA ALBERTOLLI, 1</u>  (Street) <u>LUGANO V8 6900</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>09/21/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	09/21/2016		S		85,000	D	\$61.387 <sup>(1)</sup>	4,963,369	I	See footnotes <sup>(4)(5)</sup>
Ordinary Shares	09/22/2016		S		16,463	D	\$61.4291 <sup>(2)</sup>	4,946,906	I	See footnotes <sup>(4)(5)</sup>
Ordinary Shares	09/22/2016		S		83,537	D	\$61.7187 <sup>(3)</sup>	4,863,369	I	See footnotes <sup>(4)(5)</sup>

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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

1. Name and Address of Reporting Person* <u>EQUINOX TWO S.C.A.</u>  (Last) (First) (Middle) <u>RIVA ALBERTOLLI, 1</u>  (Street) <u>LUGANO V8 6900</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Tower 6 S. a r.l.</u>  (Last) (First) (Middle) <u>5, PLACE DU THEATRE</u>  (Street) <u>LUXEMBOURG N4 2613</u>  (City) (State) (Zip)

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These Ordinary Shares of the Issuer were sold by Tower 6 Bis S. a r.l. in multiple transactions at prices ranging from \$61.07 to \$61.60, inclusive. Upon request, the Reporting Persons (defined below) undertake to provide the Issuer, any security holder of the Issuer, or the Securities and Exchange Commission (the "SEC") full information regarding the Ordinary Shares sold at each separate price within the range set forth in this footnote.

5. This report on Form 4 is filed jointly by Equinix and Tower 6. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein. This report on Form 4 shall not be deemed an admission that either of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose. After giving effect to the transactions reported on this Form 4, each of the Reporting Persons beneficially owns less than 10% of the outstanding Ordinary Shares of the Issuer, based on information set forth in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 5, 2016 and supplemental information provided to the Reporting Persons by the Issuer.

\*\* Signature of Reporting Person      Date

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.