FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

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

Instruction	on I(b).			File							rities Excl ompany <i>i</i>						<u>,</u>					
Name and Address of Reporting Person* EQUINOX TWO S.C.A.						2. Issuer Name and Ticker or Trading Symbol LivaNova PLC [LIVN]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner							
(Last) (First) (Middle) RIVA ALBERTOLLI, 1				5)		3. Date of Earliest Transaction (Month/Day/Year) 09/21/2016								Officer (give title Other (specify below)								
(Street) LUGANO V8 6900					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(St		Zip) e I - N	Non-Deriv	ative	Sec	urities	Aco	uired		spose	d of.	or I	 Benefici	ial	lv Owne	ed					
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)				2A Ex r) if a	2A. Deemed Execution Da if any (Month/Day/)		3. Trans	ransaction ode (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			A) or		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
							. ,	Code	e v	Am	ount	(A) o (D)	r P	rice		Reported Transactio (Instr. 3 ar	on(s)	,,,		(Inst		
Ordinary Shares				09/21/2016				S		8	5,000 D \$61.387		\$61.387 ⁽¹	4,963,369		,369			See footnotes ⁽⁴⁾⁽⁵⁾			
Ordinary Shares				09/22/2016				S		10	6,463	D	\$61.4291 ⁽²		(2)	4,946,906		I I I		See foot	See footnotes ⁽⁴⁾⁽⁵⁾	
Ordinary Shares				09/22/2016				S		83	3,537	D	D \$61.7187 ⁽³		(3)	4,863,369				See foot	tnotes ⁽⁴⁾⁽⁵⁾	
		Та	ble II	II - Derivat (e.g., pu												Owned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date Pricise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)		4. Transa	Transaction Code (Instr. B)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Exercion Da	exercisable and on Date Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8 D S (I	8. Price of Derivative Security (Instr. 5) 8. Num derivative Security Energic Owned Following Reporter Transac (Instr. 4)		ive ies Form: cially Direct (or Indirect) ng (I) (Instead		Beneficial (D) Ownership rect (Instr. 4)			
					Code	v	(A)		Date Exercisa	able	Expirati Date		itle	Amount or Number of Shares								
Name and Address of Reporting Person* <u>EQUINOX TWO S.C.A.</u>							· '							,	•					•		
(Last) (First) (Middle) RIVA ALBERTOLLI, 1																						

EQUINOX TW	O S.C.A.							
(Last)	(First)	(Middle)						
RIVA ALBERTOL	LI, 1							
(Street)								
LUGANO	V8	6900						
(City)	(State)	(Zip)						
1. Name and Address of Reporting Person* Tower 6 S. a r.l.								
(Last)	(First)	(Middle)						
5, PLACE DU THEATRE								
(Street) LUXEMBOURG	N4	2613						
(City)	(State)	(Zip)						

Explanation of Responses:

- 2. 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 \$60.53 to \$61.52, inclusive. Upon request, the Reporting Persons (defined below) undertake to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Ordinary Shares sold at each separate price within the range set forth in this footnote.
- 3. 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 \$61.53 to \$62.02, inclusive. Upon request, the Reporting Persons (defined below) undertake to provide the Issuer, any security holder of the Issuer, or the SEC full information regarding the Ordinary Shares sold at each separate price within the range set forth in this footnote.
- 4. The Ordinary Shares sold in connection with the transactions reported on this Form 4 were held by Tower 6 Bis S. a r.l. Following the transactions reported on this Form 4, Bios S.p.A. and Tower 6 Bis S. a r.l. are the record holders of 3,562,285 and 1,301,084 Ordinary Shares, respectively. Mittel S.p.A. ("Mittel") and Equinox Two S.c.a. ("Equinox") are the 50:50 beneficial owners of the special purpose vehicle Bios S.p.A., in which each of Mittel and Equinox owns 50% of the outstanding voting shares and holds two board of director seats. Equinox is the owner of 100% of the membership interests in Tower 6 a r.l. ("Tower 6" and, together with Equinox, the "Reporting Persons"). Tower 6 (and Equinox indirectly through Tower 6) owns 51%, and Mittel owns 49%, of the membership interests in Tower 6 Bis S. a r.l.
- 5. This report on Form 4 is filed jointly by Equinox 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.

Equinox Two S.c.a By /s/ Massimiliano Seliziato, 09/23/2016 attorney-in-fact for Giorgio Mancuso, Director Equinox Two S.c.a By /s/ Massimiliano Seliziato, 09/23/2016 attorney-in-fact for Salvatore Mancuso, Director Tower 6 S. a.r.l. By /s/ Massimiliano Seliziato, 09/23/2016 attorney-in-fact for Vania Baravini, Manager Tower 6 S. a.r.l. By /s/ Massimiliano Seliziato, 09/23/2016 attorney-in-fact for Giorgio Mercogliano, Manager ** 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.

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.