

☐ 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 | |
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| 1. Name and Address of Reporting Person* <u>McDonald Damien</u> (Last) (First) (Middle) <u>20 EASTBOURNE TERRACE</u> (Street) <u>LONDON</u> <u>X0</u> <u>W2 6LG</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LivNova PLC [LIVN]</u> | 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> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 03/01/2022 | | M | | 5,167 | A | \$0 ⁽¹⁾ | 80,520 | D | |
| Ordinary Shares | 03/01/2022 | | F | | 2,429 ⁽²⁾ | D | \$77.38 | 78,091 | 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) | 03/01/2022 | | M | | | 5,167 | (4) | (4) | Ordinary Shares | 5,167 | \$0 | 0 ⁽⁵⁾ | D | |
| Performance Stock Units | (3) | 03/01/2022 | | A | | 10,238 | | (6) | (6) | Ordinary Shares | 10,238 | \$0 | 20,476 ⁽⁵⁾ | D | |
| Performance Stock Units | (3) | 03/01/2022 | | A | | 5,252 | | (7) | (7) | Ordinary Shares | 5,252 | \$0 | 15,490 ⁽⁵⁾ | D | |

Explanation of Responses:

1. Reporting person had vested performance stock units (PSUs) settled in 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 PSU represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan (the Plan) and the award agreement.
4. On March 29, 2019, reporting person was granted PSUs to vest or lapse on the filing of the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2021 based on how the Company's cumulative adjusted free cash flow for fiscal years 2019, 2020 and 2021 compares to a target determined by the Plan Administrator.
5. This number reflects the number of derivative securities beneficially owned following reported transaction for this specific grant.
6. On March 30, 2021, reporting person was granted 10,238 PSUs to vest or lapse on March 30, 2024 based on how the Company's cumulative adjusted free cash flow for fiscal years 2021 compares to a target determined by the Plan Administrator. The Company has determined that 200% of the underlying PSUs shall vest on March 30, 2024, subject to continued service during the vesting period and the award agreement.
7. On March 30, 2021, reporting person was granted 10,238 PSUs to vest or lapse on March 30, 2024 based on how the Company's Return on Investment Capital (ROIC) for fiscal year 2021 compares to a target determined by the Plan Administrator. The Company has determined that 151.3% of the underlying PSUs shall vest on March 30, 2024 subject to continued service during the vesting period and the award agreement.

Remarks:

/s/ Sarah K. Mohr, POA

03/03/2022

** 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.