

| OMB APPROVAL | |
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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

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

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Hutchinson Michael Damon</u> <hr/> (Last) (First) (Middle) 20 EASTBOURNE TERRACE <hr/> (Street) LONDON X0 W26LG <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LivaNova PLC [LIVN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Chief Legal Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/30/2024 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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 | 03/30/2024 | | M | | 1,478 | A | \$0 ⁽¹⁾ | 2,828 | D | |
| Ordinary Shares | 03/30/2024 | | F | | 542 ⁽²⁾ | D | \$55.94 | 2,286 | 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 |
| Restricted Stock Units | (3) | 03/30/2024 | | M | | | 1,478 | (4) | (4) | Ordinary Shares | 1,478 | \$0 | 4,432 | D | |
| Restricted Stock Units | (3) | 03/30/2024 | | A | | 5,809 | | (5) | (5) | Ordinary Shares | 5,809 | \$0 | 5,809 | D | |
| Performance Stock Units | (6) | 03/30/2024 | | A | | 5,809 | | (7) | (7) | Ordinary Shares | 5,809 | \$0 | 5,809 | D | |
| Performance Stock Units | (6) | 03/30/2024 | | A | | 2,904 | | (8) | (8) | Ordinary Shares | 2,904 | \$0 | 2,904 | D | |
| Performance Stock Units | (6) | 03/30/2024 | | A | | 2,904 | | (9) | (9) | Ordinary Shares | 2,904 | \$0 | 2,904 | D | |
| Stock Appreciation Rights | \$55.94 | 03/30/2024 | | A | | 12,700 | | (10) | (10) | Ordinary Shares | 12,700 | \$0 | 12,700 | D | |

Explanation of Responses:

- Reporting person had vested restricted stock units (RSUs) and vested performance stock units (PSUs) settled in Ordinary Shares of LivaNova PLC (the Company).
- The referenced shares were withheld from distribution to satisfy tax liability.
- Each RSU represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the LivaNova PLC 2022 Incentive Award Plan (the 2022 Plan) and the award agreement.
- On March 30, 2023, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting having occurred on March 30, 2024. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.
- On March 30, 2024, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting occurring on March 30, 2025. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.
- Each PSU represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the 2022 Plan and the award agreement.
- On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on the Company's total shareholder return (TSR) for the three-year period beginning on January 1, 2024 and ending December 31, 2026 relative to the TSR of an index of companies, as determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
- On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on how the Company's free cash flow (FCF) for performance period 2024-2026 compares to a target determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.
- On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on how the Company's Return on Investment Capital (ROIC) calculated for the performance period 2024-2026 compares to a target determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
- On March 30, 2024, reporting person was granted stock appreciation rights (SARs) subject to a four-year vesting in equal annual installments, the first vesting occurring on March 30, 2025. The SARs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.

Remarks:

/s/ Sarah K. Mohr, Attorney-in-Fact 04/02/2024

** 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.