

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>EQUINOX TWO S.C.A.</u> (Last) (First) (Middle) <u>RIVA ALBERTONI, 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>09/06/2016</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	09/06/2016		S		100,000	D	\$60.5318 ⁽¹⁾	5,648,369	I	See footnotes ⁽⁵⁾⁽⁶⁾
Ordinary Shares	09/07/2016		S		61,800	D	\$60.4294 ⁽²⁾	5,586,569	I	See footnotes ⁽⁵⁾⁽⁶⁾
Ordinary Shares	09/07/2016		S		3,200	D	\$61.148 ⁽³⁾	5,583,369	I	See footnotes ⁽⁵⁾⁽⁶⁾
Ordinary Shares	09/08/2016		S		43,000	D	\$60.5834 ⁽⁴⁾	5,540,369	I	See footnotes ⁽⁵⁾⁽⁶⁾

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					

1. Name and Address of Reporting Person* <u>EQUINOX TWO S.C.A.</u> (Last) (First) (Middle) <u>RIVA ALBERTONI, 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 Bios S.p.A. in multiple transactions at prices ranging from \$60.00 to \$60.98, 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.
2. The price reported in Column 4 is a weighted average price. These Ordinary Shares of the Issuer were sold by Bios S.p.A. in multiple transactions at prices ranging from \$60.00 to \$60.97, 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 Bios S.p.A. in multiple transactions at prices ranging from \$61.01 to \$61.42, 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 price reported in Column 4 is a weighted average price. These Ordinary Shares of the Issuer were sold by Bios S.p.A. in multiple transactions at prices ranging from \$60.00 to \$60.84, 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.
5. The Ordinary Shares sold in connection with the transactions reported on this Form 4 were held by Bios S.p.A. 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 4,054,285 and 1,486,084 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 S. 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.
6. 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.

Remarks:

1. Exhibit 24.1 - Power of Attorney for Salvatore Mancuso and Giorgio Mancuso (ATTACHED) 2. Exhibit 24.2 - Power of Attorney for Giorgio Mercogliano and Vania Baravini (ATTACHED)

<u>Equinox Two S.c.a, By /s/ Massimiliano Seliziato, attorney-in-fact for Giorgio Mancuso, Director</u>	<u>09/08/2016</u>
<u>Equinox Two S.c.a, By /s/ Massimiliano Seliziato, attorney-in-fact for Salvatore Mancuso, Director</u>	<u>09/08/2016</u>
<u>Tower 6 S. a.r.l., By /s/ Massimiliano Seliziato, attorney-in-fact for Vania Baravini, Manager</u>	<u>09/08/2016</u>
<u>Tower 6 S. a.r.l., By /s/ Massimiliano Seliziato, attorney-in-fact for Giorgio Mercogliano, Manager</u>	<u>09/08/2016</u>
** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned, being a director of Equinox Two S.c.a (the "Company") hereby constitutes and appoints each of Mr. Massimiliano SELIZIATO and/or Mr. Federico FRANZINA, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute for and on behalf of the undersigned, in the undersigned's capacity as a director of the Company, Forms 3, 4, and 5 with respect to the Company's holdings of and transactions in securities of LivaNova PLC ("LivaNova") in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority on behalf of the Company; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, any of the Company's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until either (i) the Company is no longer required to file Forms 3, 4 and 5 with respect to the Company's holdings of and transactions in securities issued by LivaNova or (ii) the undersigned is no longer serving as a director of the Company (or equivalent position), unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of September, 2016.

/s/ Salvatore MANCUSO – /s/ Giorgio MANCUSO

Signatures

Salvatore MANCUSO – Giorgio MANCUSO

Print Name

POWER OF ATTORNEY

Know all by these presents, that the undersigned, being a manager of Tower 6 S. à.r.l. (the “Company”) hereby constitutes and appoints each of Mr. Massimiliano SELIZIATO and/or Mr. Federico FRANZINA, or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute for and on behalf of the undersigned, in the undersigned's capacity as a manager of the Company, Forms 3, 4, and 5 with respect to the Company's holdings of and transactions in securities of LivaNova PLC (“LivaNova”) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the U.S. Securities and Exchange Commission and any stock exchange or similar authority on behalf of the Company; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, any of the Company's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until either (i) the Company is no longer required to file Forms 3, 4 and 5 with respect to the Company's holdings of and transactions in securities issued by LivaNova or (ii) the undersigned is no longer serving as a manager of the Company (or equivalent position), unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of September, 2016.

/s/ Giorgio Mercogliano – /s/ Vania Baravini

Signatures

Giorgio Mercogliano – Vania Baravini

Print Name
