

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 9, 2021



LivaNova PLC

(Exact Name of Registrant as Specified in its Charter)

England and Wales
(State or Other Jurisdiction
of Incorporation)

001-37599

(Commission
File Number)

98-1268150

(IRS Employer
Identification No.)

20 Eastbourne Terrace
London, W2 6LG
United Kingdom

(Address of Principal Executive Offices)

+44 20 33250660

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name on each exchange on which registered
Ordinary Shares - £1.00 par value per share	LIVN	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

LivaNova PLC (the “Company”) held its 2021 Annual General Meeting of shareholders (“AGM”) on June 9, 2021. A total of 43,129,248 of the Company’s ordinary shares, representing 88.28% of the shares outstanding and eligible to vote and constituting a quorum, were present virtually or by proxy at the AGM.

At the Company’s AGM, LivaNova’s shareholders considered nine proposals as more fully described in the Company’s 2021 Proxy Statement and as summarized below. All of the proposals were adopted. The number of votes for and against, as well as the number of abstentions and broker non-votes are set forth below.

1. Ordinary resolution to elect, by separate resolutions, each of the following ten (10) directors for a term expiring at the AGM to be held in 2022. All nominees were elected.

Mr. Francesco Bianchi

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
40,636,034	1,250,487	28,666	1,214,061

Ms. Stacy Enxing Seng

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
40,072,366	1,816,182	26,639	1,214,061

Mr. William Kozy

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
40,868,046	1,018,175	28,966	1,214,061

Mr. Damien McDonald

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
39,927,952	1,966,263	20,972	1,214,061

Mr. Daniel Moore

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
39,926,018	1,965,583	23,586	1,214,061

Mr. Alfred Novak

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
39,418,681	2,467,584	28,922	1,214,061

Dr. Sharon O’Kane

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
39,602,534	2,286,283	26,370	1,214,061

Dr. Arthur L. Rosenthal

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
39,447,321	2,439,244	28,622	1,214,061

Ms. Andrea Saia

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
40,867,498	1,021,319	26,370	1,214,061

Mr. Todd Schermerhorn

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
41,825,856	60,474	28,857	1,214,061

2. Ordinary resolution to approve, on an advisory basis, LivaNova’s compensation of its Named Executive Officers (“U.S. Say-on-Pay”).

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
37,971,805	3,915,484	27,898	1,214,061

3. Ordinary resolution to ratify the appointment of PricewaterhouseCoopers LLP, a Delaware limited liability partnership ("PwC USA"), as the Company’s independent registered public accounting firm.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
43,108,022	3,029	18,197	0

4. Ordinary resolution to generally and unconditionally authorize the directors, for purposes of section 551 of the Companies Act 2006 (the “Companies Act”) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £16,122,679,

provided that:

(A) (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, save that the directors may, before this authority expires, make offers or agreements which would or might require shares in the Company to be allotted, or rights to subscribe for, or convert securities into, shares to be granted, after its expiry and the directors may allot shares or grant rights to subscribe for, or convert securities into, shares pursuant to such offers or agreements as if this authority had not expired, and

(B) this authority replaces all subsisting authorities previously granted to the directors for the purposes of section 551 of the Companies Act which, to the extent unused at the date of this resolution, are revoked with immediate effect without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
40,893,042	1,015,868	6,277	1,214,061

5. Special Resolution subject to the passing of resolution 4 and in accordance with sections 570 and 573 of the Companies Act, to empower the directors generally to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the authority conferred by resolution 4, and/or to sell ordinary shares (as defined in section 560 of the Companies Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act (existing shareholders’ pre-emption rights) did not apply to any such allotment or sale, provided that this power is limited to the allotment of equity securities or sale of treasury shares for cash:

(a) up to an aggregate nominal amount of £2,442,830 for any purpose; and

(b) (in addition to the amount set out under (a) above), up to an aggregate nominal amount of £2,442,830 to be used only for the purposes of financing an acquisition or other capital investment.

provided that:

(A) (unless previously revoked, varied or renewed by the Company) this power will expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted and/or treasury shares to be sold after its expiry and the directors may allot equity securities and/or sell treasury shares pursuant to such offers or agreement as if this power had not expired; and

(B) this power replaces (except for any power conferred by resolution 4) all subsisting powers previously granted to the directors for the purposes of section 570 of the Companies Act which, to the extent unused at the date of this resolution, are revoked with immediate effect, without prejudice to any allotment of equity securities already made, offered or agreed to be made under such powers.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
42,776,176	342,188	10,884	0

6. Ordinary resolution to approve, on an advisory basis, the United Kingdom (“UK”) directors’ remuneration report in the form set out in the Company’s UK annual report and accounts for the period ended December 31, 2020.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
40,491,103	1,394,597	29,847	1,214,061

7. Ordinary resolution to receive and adopt the Company’s audited UK statutory accounts for the year ended December 31, 2020, together with the reports of the directors and the auditors thereon.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
43,069,562	5,909	53,777	0

8. Ordinary resolution to re-appoint PricewaterhouseCoopers LLP, a limited liability partnership organized under the laws of England, as the Company’s UK statutory auditor.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
43,106,192	5,371	17,685	0

9. Ordinary resolution to authorize the directors and/or the Audit and Compliance Committee to determine the remuneration of the Company’s UK statutory auditor.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
13,100,018	9,240	19,990	0

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Livano PLC

Date: June 10, 2021

By: /s/ Keyna Skeffington

Name: Keyna Skeffington

Title: Senior Vice President & General Counsel