SEC Form 4

FORM 4

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

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

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

1. Name and Address of Reporting Person[*] Shinmar Pritpal	2. Issuer Name **and** Ticker or Trading Symbol LivaNova PLC [LIVN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 5 MERCHANT SQUARE NORTH WHARF ROAD	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2016		Director		10% Owner
		X	Officer (give title below)		Other (specify below)
		SR VP Global Market Access
(Street) LONDON X0 W2 1AY	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X	Form filed by One Reporting Person
			Form filed by More than One Reporting Person

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			
Common Stock	02/26/2016		M		1,474	A	(1)	16,422	D	
Common Stock	02/26/2016		F		692(3)	D	$57.09	15,740	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				
Restricted stock units	(1)	02/26/2016		M			1,474	(2)	(2)	Common Stock	1,474	(1)	0	D	

Explanation of Responses:

1. Reporting person had vested restricted stock units ("RSUs") settled in ordinary shares of LivaNova PLC (the "Company"), ?1.00 par value.

2. On October 19, 2015, reporting person was granted 1,474 RSUs to be issued under the Sorin LTI Award pursuant to the Sorin Plans (as defined below). Each RSU represents a contingent right to receive one ordinary share of the Company. All of such RSUs vested and all restrictions thereon lapsed on February 26, 2016.

3. A number of ordinary shares otherwise issuable to Reporting Person have been withheld in order to satisfy the tax withholding obligations of LivaNova and its subsidiaries pursuant to the vesting of existing Sorin equity award plans (the "Sorin Plans").

Remarks:

/s/ Taylor Pollock, as POA   03/01/2016

** 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.