SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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☐ 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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WISE DAVID S (Last) (First) (Middle) 20 EASTBOURNE TERRACE (Street) LONDON X0 W2 6LG (City) (State) (Zip)	LivaNova PLC [LIVN] 3. Date of Earliest Transaction (Month/Day/Year) 03/15/2018 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director / 10% Owner X Officer (give title below) / Other (specify below) Chief Administrative Officer 6. Individual or Joint/Group Filing (Check Applicable Line) 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			
Ordinary Shares	03/15/2018		S(1)		1,500	D	$88.1653(2)	42,322	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	(3)	03/15/2018		A		2,234		(4)	(4)	Restricted Stock Units	2,234	$0	29,249	D	
Stock Appreciation Rights	(5)	03/15/2018		A		7,287		(6)	(6)	Stock Appreciation Rights	7,287	$0	66,722	D	
Performance Stock Units	(7)	03/15/2018		A		2,234		(8)	(8)	Performance Stock Units	2,234	$0	31,483	D	
Performance Stock Units	(5)	03/15/2018		A		2,234		(9)	(9)	Performance Stock Units	2,234	$0	33,717	D	

Explanation of Responses:

1. Shares sold pursuant to a Rule 10b5-1 Plan adopted by reporting person on November 29, 2017.

2. Represents weighted average selling price. Securities sold through approximately 13 separate sales on the transaction date at prices ranging from $87.84 to $88.83. The reporting person hereby undertakes to provide upon request to the SEC, the issuer or any stockholder of the issuer, the full information regarding the number of shares and prices at which the transaction was effected.

3. Each restricted stock unit (RSU) represents a contingent right to receive one ordinary share (Ordinary Share) of LivaNova PLC (the Company), GBP 1.00 par value, in accordance with the terms of the LivaNova PLC 2015 Incentive Award Plan (the Plan) and the award agreement.

4. Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 15, 2018, subject to continued service during the vesting period.

5. 88.38 Conversion or Exercise Price of Derivative Security.

6. Reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the Plan and the award agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date, March 15, 2018.

7. Each performance stock unit (PSU) represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the Plan and the award agreement.

8. On March 15, 2018, reporting person was granted 2,234 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, 2020 ("2020 Form 10-K") based on the rank of the Company's total shareholder return for the three-year period ending December 31, 2020 relative to the total shareholder return of a benchmark group of companies. The form of agreement for this award was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on March 16, 2018. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.

9. On March 15, 2018, reporting person was granted 2,234 PSUs to vest or lapse on the filing of the Company's 2020 Form 10-K based on how the Company's cumulative adjusted free cash flow for fiscal years 2018, 2019 and 2020 compares to a target. The form of agreement for this award was filed with the Securities and Exchange Commission on March 16, 2018. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.

Remarks:

/s/ David S. Wise — 03/19/2018

** 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.

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