

☐ 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

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>09/09/2016</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	09/09/2016		S		6,100	D	\$60.0394 <sup>(1)</sup>	5,534,269	I	See footnotes <sup>(4)(5)</sup>
Ordinary Shares	09/12/2016		S		1,200	D	\$60.0108 <sup>(2)</sup>	5,533,069	I	See footnotes <sup>(4)(5)</sup>
Ordinary Shares	09/13/2016		S		18,108	D	\$60.0121 <sup>(3)</sup>	5,514,961	I	See footnotes <sup>(4)(5)</sup>

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		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 \$60.21, 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 \$60.04, 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 \$60.00 to \$60.07, 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 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 4,028,877 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.

5. 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.

<a href="#"><u>Equinox Two S.c.a, By /s/ Massimiliano Seliziato, attorney-in-fact for Giorgio Mancuso, Director</u></a>	<a href="#"><u>09/13/2016</u></a>
<a href="#"><u>Equinox Two S.c.a, By /s/ Massimiliano Seliziato, attorney-in-fact for Salvatore Mancuso, Director</u></a>	<a href="#"><u>09/13/2016</u></a>
<a href="#"><u>Tower 6 S. a.r.l., By /s/ Massimiliano Seliziato, attorney-in-fact for Vania Baravini, Manager</u></a>	<a href="#"><u>09/13/2016</u></a>
<a href="#"><u>Tower 6 S. a.r.l., By /s/ Massimiliano Seliziato, attorney-in-fact for Giorgio Mercogliano, Manager</u></a>	<a href="#"><u>09/13/2016</u></a>
** 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.**