

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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 <u>Makatsaria Vladimir</u>			2. Issuer Name and Ticker or Trading Symbol <u>LivaNova PLC [ LIVN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O LIVANOVA PLC 20 EASTBOURNE TERRACE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	Rule 10b5-1(c) Transaction Indication			<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
LONDON	X0	W2 6LA						

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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
Restricted Stock Units	(1)	03/30/2024		A		13,407		(2)	(2)	Ordinary Shares	13,407	\$0	13,407	D	
Restricted Stock Units	(1)	03/30/2024		A		23,909		(2)	(2)	Ordinary Shares	23,909	\$0	23,909	D	
Performance Stock Units	(3)	03/30/2024		A		11,954		(4)	(4)	Ordinary Shares	11,954	\$0	11,954	D	
Performance Stock Units	(3)	03/30/2024		A		11,954		(5)	(5)	Ordinary Shares	11,954	\$0	11,954	D	
Performance Stock Units	(3)	03/30/2024		A		23,909		(6)	(6)	Ordinary Shares	23,909	\$0	23,909	D	
Stock Appreciation Rights	\$55.94	03/30/2024		A		52,268		(7)	(7)	Ordinary Shares	52,268	\$0	52,268	D	
Stock Appreciation Rights	\$55.94	03/30/2024		A		29,309		(7)	(7)	Ordinary Shares	29,309	\$0	29,309	D	

**Explanation of Responses:**

- Each restricted stock unit (RSU) represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the LivaNova PLC 2022 Incentive Award Plan (the 2022 Plan) and the award agreement.
- On March 30, 2024, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting occurring on March 30, 2025. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.
- Each performance stock unit (PSU) represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the 2022 Plan and the award agreement.
- On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on how the Company's free cash flow (FCF) for performance period 2024-2026 compares to a target determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
- On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on how the Company's Return on Investment Capital (ROIC) calculated for the performance period 2024-2026 compares to a target determined by the Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
- On March 30, 2024, reporting person was granted PSUs to vest or lapse on March 30, 2027 based on the Company's total shareholder return (TSR) for the three-year period beginning on January 1, 2024 and ending December 31, 2026 relative to the TSR of an index of companies, as determined by the 2022 Plan Administrator. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the award agreement.
- On March 30, 2024, reporting person was granted stock appreciation rights (SARs) subject to a four-year vesting in equal annual installments, the first vesting occurring on March 30, 2025. The SARs are subject to forfeiture prior to vesting in accordance with the terms of the Plan and the award agreement.

**Remarks:**

/s/ Sarah K. Mohr, Attorney-in-Fact 04/02/2024

\*\* 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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