

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): May 3, 2023



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 2.02 Results of Operations and Financial Condition.

On May 3, 2023, LivaNova PLC (the “Company”) issued a press release announcing financial results for the first quarter ended March 31, 2023. The Company will host a business update conference call and webcast today, May 3, 2023, at 1 p.m. London time (8 a.m. Eastern Time), during which the Company will discuss the financial results. The conference call will be available through the LivaNova website at www.livanova.com/events.

A copy of the Company’s press release related to the foregoing matters is attached hereto as Exhibit 99.1. The information in Exhibit 99.1 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not to be incorporated by reference into any filing by the Company under the Securities Act of 1933, as amended or the Exchange Act, regardless of any general incorporation language contained in such filing, unless otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of LivaNova PLC dated May 3, 2023
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.

LivaNova PLC

Date: May 3, 2023

By: /s/ Michael Hutchinson

Name: Michael Hutchinson

Title: Senior Vice President & Chief Legal Officer



LivaNova Reports First-Quarter 2023 Results

London, May 3, 2023 – LivaNova PLC (Nasdaq: LIVN), a market-leading medical technology and innovation company, today reported results for the quarter ended March 31, 2023 and raised full-year 2023 guidance.

Financial Summary and Highlights¹

- First-quarter revenue of \$263.4 million increased 9.7 percent on a reported basis and increased 12.7 percent on a constant-currency basis, as compared to the prior-year period
- First-quarter U.S. GAAP diluted earnings per share was \$0.14 and adjusted diluted earnings per share was \$0.43
- Received U.S. FDA 510(k) clearance for Essenz™, the Company's next-generation heart-lung machine
- Randomized 500th unipolar depression patient in RECOVER clinical study
- Bill Kozy, Chair of the Board of Directors, appointed Interim Chief Executive Officer following Damien McDonald's resignation

"During the first quarter, LivaNova delivered solid revenue growth," said Kozy. "Additionally, the Company achieved important product and clinical milestones, including U.S. FDA 510(k) clearance for Essenz and randomization of the 500th unipolar patient in the RECOVER clinical study. We look forward to building on this progress. I am engaging with our experienced executive leadership team as we maintain focus on executing on our core growth drivers, delivering on our clinical and product pipeline opportunities, and generating cash."

¹ Constant-currency percent change, adjusted operating income, adjusted diluted earnings per share and adjusted free cash flow are non-GAAP measures. For an explanation of these and other non-GAAP measures used in this release, see the section entitled "Use of Non-GAAP Financial Measures." For reconciliations of certain non-GAAP measures, see the tables that accompany this press release.

First-Quarter 2023 Results

The following table summarizes revenue for the first quarter of 2023 by segment (in millions):

	Three Months Ended March 31,		% Change	Constant-Currency % Change
	2023	2022		
Cardiopulmonary	\$132.1	\$117.1	12.8 %	17.5 %
Neuromodulation	120.7	110.2	9.5 %	11.1 %
Advanced Circulatory Support	9.8	11.7	(15.8)%	(15.7)%
Other	0.8	1.2	(34.4)%	(31.3)%
Total Net Revenue	\$263.4	\$240.2	9.7 %	12.7 %

- Note: Constant-currency percent change excludes the impact from fluctuations in the various currencies in which the Company operates as compared to reported percent change. Constant-currency percent change is a non-GAAP metric. For an explanation of this and other non-GAAP metrics used in this release, see the section entitled "Use of Non-GAAP Financial Measures."
- Numbers may not add precisely due to rounding.

Cardiopulmonary revenue increased 17.5 percent² versus the first quarter of 2022 driven by the Rest of World and Europe regions. This growth was primarily driven by oxygenator revenue across all regions and strength in heart-lung machine placements in the Rest of World and Europe regions.

Neuromodulation revenue increased 11.1 percent² versus the first quarter of 2022 with growth across all regions. This increase was driven by growth in both new and replacement implants.

Advanced Circulatory Support (ACS) revenue decreased 15.7 percent² compared to the first quarter of 2022 primarily due to a reduction in patients treated with extracorporeal membrane oxygenation (ECMO) as a result of fewer severe COVID cases and product mix, partially offset by growth in non-COVID cases.

² Revenue growth rates reflect comparable, constant currency growth.

Financial Performance

On a U.S. GAAP basis, first-quarter 2023 operating loss was \$2.3 million, as compared to operating income of \$9.5 million for the first quarter of 2022. Adjusted operating income for the first quarter of 2023 was \$26.8 million, as compared to \$28.4 million for the first quarter of 2022.

On a U.S. GAAP basis, first-quarter 2023 diluted earnings per share was \$0.14, as compared to \$0.06 in the first quarter of 2022. First-quarter 2023 adjusted diluted earnings per share was \$0.43, as compared to \$0.48 in the first quarter of 2022.

Full-Year 2023 Guidance

LivaNova now expects revenue for full-year 2023 to grow between 4 and 6 percent on a constant-currency basis. Foreign currency is expected to be a 1 percent tailwind.

Adjusted diluted earnings per share for 2023 are now expected to be in the range of \$2.50 to \$2.70, assuming a fully diluted share count of 54 million for full-year 2023. The Company continues to estimate that adjusted free cash flow will be in the range of \$80 to \$100 million.

Webcast and Conference Call Instructions

The Company will host a live audiocast at 1 p.m. London time (8 a.m. Eastern Time) on Wednesday, May 3, 2023 that will be accessible at www.livanova.com/events. Listeners should register in advance and log on approximately 10 minutes early to ensure proper setup. To listen to the conference call by telephone, dial +1 833 470 1428 (if dialing from within the U.S.) or +1 929 526 1599 (if dialing from outside the U.S.). The conference call access code is 464136. Within 24 hours of the audiocast, a replay will be available at www.livanova.com/events, where it will be archived and accessible for approximately 90 days.

About LivaNova

LivaNova PLC is a global medical technology and innovation company built on nearly five decades of experience and a relentless commitment to provide hope for patients and their families through innovative medical technologies, delivering life-changing improvements for both the Head and Heart. Headquartered in London, LivaNova employs approximately 2,900 employees and has a presence in more than 100 countries for the benefit of patients, healthcare professionals and healthcare systems worldwide. For more information, please visit www.livanova.com.

Use of Non-GAAP Financial Measures

In this press release, management has disclosed financial measurements that present financial information not in accordance with GAAP. Company management uses these measurements as aids in monitoring the Company's ongoing financial performance from quarter to quarter and year to year on a regular basis and for benchmarking against other medical technology companies. Non-GAAP financial measures used by the Company may be calculated differently from, and therefore may not be comparable to, similarly titled measures used by other companies. These non-GAAP financial measures should be considered along with, but not as alternatives to, operating performance measures as prescribed by GAAP.

Unless otherwise noted, all revenue growth rates in this release reflect comparable, constant-currency percent change. Management believes that referring to comparable, constant-currency percent change is the most useful way to evaluate the revenue performance of LivaNova and to compare the revenue performance of current periods to prior periods on a consistent basis. Constant-currency percent change, a non-GAAP financial measure, measures the change in revenue between current and prior-year periods using average exchange rates in effect during the applicable prior-year period.

LivaNova calculates forward-looking non-GAAP financial measures based on internal forecasts that omit certain amounts that would be included in GAAP financial measures. For example, forward-looking net revenue growth projections are estimated on a constant-currency basis and exclude the impact of foreign currency fluctuations. Forward-looking non-GAAP adjusted diluted earnings per share guidance exclude other items such as, but not limited to, changes in fair value of derivatives and contingent consideration arrangements and asset impairment charges that would be included in comparable GAAP financial measures. The most directly comparable GAAP measure for constant-currency net revenue, non-GAAP adjusted tax rate and adjusted diluted earnings per share are net revenue, the effective tax rate and earnings per share, respectively. The most directly comparable GAAP measure for adjusted free cash flow is net cash provided by operating activities. However, non-GAAP financial adjustments on a forward-looking basis are subject to uncertainty and variability as they are dependent on many factors, including but not limited to, the effect of foreign currency exchange fluctuations, impacts from potential acquisitions or divestitures, the ultimate outcome of legal proceedings, gains or losses on the potential sale of businesses or other assets, restructuring costs, merger and integration activities, changes in fair value of derivatives and contingent consideration arrangements, asset impairment charges and the tax impact of the aforementioned items, tax law changes or other tax matters. Accordingly, forward-looking GAAP financial measures and reconciliations to the most directly comparable forward-looking GAAP financial measures are not available without unreasonable effort.

The Company also believes adjusted financial measures such as adjusted gross profit percentage, adjusted selling, general and administrative expense, adjusted research and development expense, adjusted other operating expense, adjusted operating income, adjusted income tax expense, adjusted net income and adjusted diluted earnings per share, are measures by which LivaNova generally uses to facilitate management review of the operational performance of the company, to serve as a basis for strategic planning and to assist in the design of compensation incentive plans. Additionally, the Company also uses the non-GAAP liquidity measure adjusted free cash flow. Furthermore, adjusted financial measures allow investors to evaluate the Company's core performance for different periods on a more comparable and consistent basis, and with other entities in the medical technology industry by adjusting for items that are not related to the ongoing operations of the Company or incurred in the ordinary course of business.

Safe Harbor Statement

Certain statements in this press release, other than statements of historical or current fact, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Exchange Act. These statements include, but are not limited to, LivaNova's plans, objectives, strategies, financial performance and outlook, trends, the amount and timing of future cash distributions, prospects or future events and involve known and unknown risks that are difficult to predict. As a result, the Company's actual financial results, performance, achievements or prospects may differ materially from those expressed or implied by these forward-looking statements. Generally, you can identify forward-looking statements by the use of words such as "may," "could," "seek," "guidance," "predict," "potential," "likely," "believe," "will," "should," "expect," "anticipate," "estimate," "plan," "intend," "forecast," "foresee" or variations of these terms and similar expressions, or the negative of these terms or similar expressions. Such forward-looking statements are necessarily based on estimates and assumptions that, while considered reasonable by LivaNova and its management based on their knowledge and understanding of the business and industry, are inherently uncertain. These statements are not guarantees of future performance, and stockholders should not place undue reliance on forward-looking statements. There are a number of risks, uncertainties and other important factors, many of which are beyond the Company's control, that could cause the Company's actual results to differ materially from the forward-looking statements contained in this press release, and include, but are not limited to, the following risks and uncertainties: risks related to reductions, interruptions or increasing costs related to the supply of raw materials and components and the distribution of finished products, including as a result of inflation and war; volatility in the global market and worldwide economic conditions, including as caused by the invasion of Ukraine, inflation, foreign exchange fluctuations, changes to existing trade agreements and relationships between the U.S. and other countries including the implementation of sanctions; changes in technology, including the development of superior or alternative

technology or devices by competitors and/or competition from providers of alternative medical therapies; failure to obtain approvals or reimbursement in relation to the Company's products; failure to establish, expand or maintain market acceptance of the Company's products for the treatment of the Company's approved indications; failure to develop and commercialize new products and the rate and degree of market acceptance of such products; unfavorable results from clinical studies or failure to meet milestones; failure to comply with, or changes in, laws, regulations or administrative practices affecting government regulation of the Company's products; risks relating to recalls, enforcement actions or product liability claims; changes or reduction in reimbursement for the Company's products or failure to comply with rules relating to reimbursement of healthcare goods and services; cyber-attacks or other disruptions to the Company's information technology systems; costs of complying with privacy and security of personal information requirements and laws; failure to comply with anti-bribery laws; risks associated with environmental laws and regulations as well as environmental liabilities, violations, protest voting and litigation; losses or costs from pending or future lawsuits and governmental investigations, including in the case of the Company's 3T and SNIA litigations; product liability, intellectual property, shareholder-related, environmental-related, income tax and other litigation, disputes, losses and costs; failure to retain key personnel, prevent labor shortages, or manage labor costs; the failure of the Company's R&D efforts to keep up with the rapid pace of technological development in the medical device industry; the impact of climate change and the risk of environmental, social and governance pressures from internal and external stakeholders; the risk of quality concerns and the impacts thereof; failure to protect the Company's proprietary intellectual property; the potential loss of funds resulting from recent and potential future bank failures; COVID-19's reverberating impacts on the economy, employment, patient behaviors and supply chain, among others; failure of new acquisitions to further the Company's strategic objectives or strengthen the Company's existing businesses; the potential for impairments of intangible assets and goodwill; risks relating to the Company's indebtedness including under the exchangeable senior notes, the Company's revolving credit facility and the Company's 2022 Term Facilities, as defined herein; effectiveness of the Company's internal controls over financial reporting; changes in the Company's profitability and/or failure to manage costs and expenses; fluctuations in future quarterly operating results and/or variations in revenue and operating expenses relative to estimates; changes in tax laws and regulations, including exposure to additional income tax liabilities; and other unknown or unpredictable factors that could harm the Company's financial performance.

The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the Company's business, including those described in the "Risk Factors" section of Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and

other documents filed from time to time with the United States Securities and Exchange Commission by LivaNova.

We caution you not to place undue reliance on any forward-looking statements, which are made only as of the date of this press release. The Company does not undertake or assume any obligation to update publicly any of the forward-looking statements in this press release to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable law. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

Essenz is a trademark of LivaNova USA, Inc.

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LIVANOVA PLC
NET REVENUE
(U.S. dollars in millions)

	Three Months Ended March 31,			
	2023	2022	% Change at Actual Currency Rates	% Change at Constant-Currency Rates ⁽¹⁾
Cardiopulmonary				
US	\$36.1	\$38.1	(5.2)%	(5.2)%
Europe ⁽²⁾	36.3	32.1	13.1 %	19.0 %
Rest of World	59.7	46.9	27.2 %	34.9 %
Total	132.1	117.1	12.8 %	17.5 %
Neuromodulation				
US	94.5	87.2	8.3 %	8.3 %
Europe ⁽²⁾	13.3	12.5	6.6 %	14.2 %
Rest of World	13.0	10.6	22.7 %	29.8 %
Total	120.7	110.2	9.5 %	11.1 %
Advanced Circulatory Support				
US	9.7	11.0	(11.8)%	(11.8)%
Europe ⁽²⁾	0.1	0.6	NM	NM
Rest of World	0.1	0.1	NM	NM
Total	9.8	11.7	(15.8)%	(15.7)%
Other				
US	—	—	N/A	N/A
Europe ⁽²⁾	—	—	N/A	N/A
Rest of World	0.8	1.2	(34.4)%	(31.3)%
Total	0.8	1.2	(34.4)%	(31.3)%
Totals				
US	140.3	136.3	2.9 %	2.9 %
Europe ⁽²⁾	49.6	45.1	10.0 %	16.3 %
Rest of World	73.5	58.8	25.1 %	32.5 %
Total	\$263.4	\$240.2	9.7 %	12.7 %

(1) Constant-currency growth, a non-GAAP financial measure, measures the change in revenue between current and prior-year periods using average exchange rates in effect during the applicable prior-year period.

(2) Includes countries in Europe where the Company has a direct sales presence. Countries where sales are made through distributors are included in "Rest of World."

NM Indicates that variance as a percentage is not meaningful.

The revenue results presented are unaudited. Numbers may not add precisely due to rounding.

LIVANOVA PLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED
(U.S. dollars in millions, except per share amounts)

	Three Months Ended March 31,		% Change
	2023	2022	
Net revenue	\$263.4	\$240.2	
Cost of sales	89.3	71.7	
Gross profit	174.1	168.4	3.3 %
Operating expenses:			
Selling, general and administrative	124.1	118.5	
Research and development	50.0	40.9	
Other operating expense	2.3	(0.5)	
Operating (loss) income	(2.3)	9.5	(124.6) %
Interest expense	(13.4)	(7.8)	
Foreign exchange and other income/(expense)	25.5	3.9	
Income before tax	9.8	5.6	75.4 %
Income tax expense	2.4	2.5	
Net income	\$7.4	\$3.0	146.2 %
Basic income per share	\$0.14	\$0.06	
Diluted income per share	\$0.14	\$0.06	
Weighted average common shares outstanding:			
Basic	53.6	53.3	
Diluted	53.9	54.2	

Numbers may not add precisely due to rounding.

Adjusted Financial Measures (U.S. dollars in millions, except per share amounts) ⁽¹⁾

	Three Months Ended March 31,		% Change ⁽¹⁾
	2023	2022	
Adjusted SG&A	\$108.3	\$102.0	6.2 %
Adjusted R&D	46.2	40.1	15.2 %
Adjusted operating income	26.8	28.4	(5.6)%
Adjusted net income	23.3	26.0	(10.3)%
Adjusted diluted earnings per share	\$0.43	\$0.48	(9.8)%

(1) Adjusted financial measures are non-GAAP measures and exclude specified items as described and reconciled in the "Reconciliation of GAAP to non-GAAP Financial Measures" contained in the press release.

Statistics (as a % of net revenue, except for income tax rate)

	GAAP Three Months Ended March 31,		Adjusted ⁽¹⁾ Three Months Ended March 31,	
	2023	2022	2023	2022
Gross profit	66.1 %	70.1 %	68.8 %	71.0 %
SG&A	47.1 %	49.3 %	41.1 %	42.5 %
R&D	19.0 %	17.0 %	17.5 %	16.7 %
Operating (loss) income	(0.9)%	4.0 %	10.2 %	11.8 %
Net income	2.8 %	1.2 %	8.9 %	10.8 %
Income tax rate	24.3 %	45.6 %	6.2 %	7.2 %

(1) Adjusted financial measures are non-GAAP measures and exclude specified items as described and reconciled in the "Reconciliation of GAAP to non-GAAP Financial Measures" contained in the press release.

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES - UNAUDITED
(U.S. dollars in millions, except per share amounts)

Three Months Ended March 31, 2023	Specified Items										Adjusted Financial Measures
	GAAP Financial Measures	Merger and Integration Expenses (A)	Restructuring Expenses (B)	Depreciation and Amortization Expenses (C)	Financing Transactions (D)	Contingent Consideration (E)	Certain Legal & Regulatory Costs (F)	Stock-based Compensation Costs (G)	Certain Tax Adjustments (H)	Certain Interest Adjustments (I)	
Cost of sales	\$89.3	\$—	\$—	\$(3.6)	\$—	\$(3.1)	\$—	\$(0.4)	\$—	\$—	\$82.2
Gross profit percent	66.1 %	— %	— %	1.4 %	— %	1.2 %	— %	0.2 %	— %	— %	68.8 %
Selling, general and administrative	124.1	—	—	(2.9)	—	—	(4.5)	(8.5)	—	—	108.3
Selling, general and administrative as a percent of net revenue	47.1 %	— %	— %	(1.1)%	— %	— %	(1.7)%	(3.2)%	— %	— %	41.1 %
Research and development	50.0	—	—	0.1	—	(1.8)	(0.5)	(1.6)	—	—	46.2
Research and development as a percent of net revenue	19.0 %	— %	— %	— %	— %	(0.7)%	(0.2)%	(0.6)%	— %	— %	17.5 %
Other operating expense	2.3	(0.3)	(0.7)	—	—	—	(1.3)	—	—	—	—
Operating (loss) income	(2.3)	0.3	0.7	6.4	—	4.8	6.3	10.6	—	—	26.8
Operating margin percent	(0.9)%	0.1 %	0.3 %	2.4 %	— %	1.8 %	2.4 %	4.0 %	— %	— %	10.2 %
Income tax expense	2.4	—	—	0.4	—	—	0.4	0.4	(2.3)	0.2	1.5
Income tax rate	24.3 %	— %	— %	6.6 %	— %	— %	6.7 %	4.0 %	N/A	2.3 %	6.2 %
Net income	7.4	0.3	0.7	6.0	(21.0)	4.8	5.9	10.2	2.3	6.9	23.3
Net income as a percent of net revenue	2.8 %	0.1 %	0.3 %	2.3 %	(8.0)%	1.8 %	2.2 %	3.9 %	0.9 %	2.6 %	8.9 %
Diluted EPS	\$0.14	\$0.01	\$0.01	\$0.11	\$(0.39)	\$0.09	\$0.11	\$0.19	\$0.04	\$0.13	\$0.43

GAAP results for the three months ended March 31, 2023 include:

- (A)** Merger and integration expenses related to the acquisition of ALung Technologies, Inc.
- (B)** Restructuring expenses related to organizational changes
- (C)** Includes depreciation and amortization associated with purchase price accounting
- (D)** Mark-to-market adjustments for the exchangeable option feature and capped call derivatives
- (E)** Remeasurement of contingent consideration related to acquisitions
- (F)** 3T Heater-Cooler litigation provision, legal expenses primarily related to 3T Heater-Cooler defense, costs related to the SNIA matter and MDR costs
- (G)** Non-cash expenses associated with stock-based compensation costs
- (H)** Discrete tax items, R&D tax credits and the tax impact of intercompany transactions
- (I)** Non-cash interest expense on the Cash Exchangeable Senior Notes and 2021 Revolving Credit Facility, interest expense on the Term Facilities and interest income on the collateral for the SNIA litigation guarantee

Numbers may not add precisely due to rounding.

RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES - UNAUDITED
(U.S. dollars in millions, except per share amounts)

Three Months Ended March 31, 2022	Specified Items									Adjusted Financial Measures
	GAAP Financial Measures	Restructuring Expenses (A)	Depreciation and Amortization Expenses (B)	Financing Transactions (C)	Contingent Consideration (D)	Certain Legal & Regulatory Costs (E)	Stock-based Compensation Costs (F)	Certain Tax Adjustments (G)	Certain Interest Adjustments (H)	
Cost of sales	\$71.7	\$—	\$(3.7)	\$—	\$2.0	\$—	\$(0.3)	\$—	\$—	\$69.8
Gross profit percent	70.1 %	— %	1.5 %	— %	(0.8)%	— %	0.1 %	— %	— %	71.0 %
Selling, general and administrative	118.5	—	(2.9)	—	—	(5.7)	(7.9)	—	—	102.0
Selling, general and administrative as a percent of net revenue	49.3 %	— %	(1.2)%	— %	— %	(2.4)%	(3.3)%	— %	— %	42.5 %
Research and development	40.9	—	0.1	—	1.8	(0.6)	(2.1)	—	—	40.1
Research and development as a percent of net revenue	17.0 %	— %	— %	— %	0.8 %	(0.3)%	(0.9)%	— %	— %	16.7 %
Other operating expense	(0.5)	0.1	—	—	—	0.4	—	—	—	—
Operating income	9.5	(0.1)	6.5	—	(3.8)	6.0	10.3	—	—	28.4
Operating margin percent	4.0 %	— %	2.7 %	— %	(1.6)%	2.5 %	4.3 %	— %	— %	11.8 %
Income tax expense	2.5	—	0.5	—	—	0.3	0.1	(1.4)	—	2.0
Income tax rate	45.6 %	— %	6.9 %	— %	— %	5.7 %	0.7 %	N/A	— %	7.2 %
Net income	3.0	(0.1)	6.1	(1.1)	(3.8)	5.6	10.2	1.4	4.8	26.0
Net income as a percent of net revenue	1.2 %	— %	2.5 %	(0.5)%	(1.6)%	2.3 %	4.2 %	0.6 %	2.0 %	10.8 %
Diluted EPS	\$0.06	\$—	\$0.11	\$(0.02)	\$(0.07)	\$0.10	\$0.19	\$0.03	\$0.09	\$0.48

GAAP results for the three months ended March 31, 2022 include:

- (A)** Restructuring expenses related to organizational changes
 - (B)** Includes depreciation and amortization associated with purchase price accounting
 - (C)** Mark-to-market adjustment for the exchangeable option feature and capped call derivatives
 - (D)** Remeasurement of contingent consideration related to acquisitions
 - (E)** 3T Heater-Cooler litigation provision, legal expenses primarily related to 3T Heater-Cooler defense, costs related to the SNIA matter and MDR costs
 - (F)** Non-cash expenses associated with stock-based compensation costs
 - (G)** Discrete tax items and the tax impact of intercompany transactions
 - (H)** Non-cash interest expense on the Cash Exchangeable Senior Notes and interest on the 2022 Bridge Loan
- Numbers may not add precisely due to rounding.

LIVANOVA PLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS - UNAUDITED
(U.S. dollars in millions)

	March 31, 2023	December 31, 2022
ASSETS		
<i>Current Assets:</i>		
Cash and cash equivalents	\$214.3	\$214.2
Restricted cash	308.6	301.4
Accounts receivable, net of allowance	178.3	183.1
Inventories	142.5	129.4
Prepaid and refundable taxes	24.3	31.7
Prepaid expenses and other current assets	34.9	26.3
Total Current Assets	903.0	886.1
Property, plant and equipment, net	149.1	147.2
Goodwill	774.4	768.8
Intangible assets, net	364.1	368.6
Operating lease assets	36.3	35.8
Investments	21.5	16.3
Deferred tax assets	1.5	1.4
Long-term derivative assets	31.0	54.4
Other assets	14.0	16.2
Total Assets	\$2,294.9	\$2,294.8
LIABILITIES AND STOCKHOLDERS' EQUITY		
<i>Current Liabilities:</i>		
Current debt obligations	\$22.3	\$23.4
Accounts payable	75.7	74.3
Accrued liabilities and other	96.4	81.5
Current litigation provision liability	19.3	29.5
Taxes payable	22.3	16.5
Accrued employee compensation and related benefits	80.2	72.2
Total Current Liabilities	316.1	297.4
Long-term debt obligations	520.2	518.1
Contingent consideration	90.1	85.3
Deferred tax liabilities	8.6	8.5
Long-term operating lease liabilities	28.8	29.5
Long-term employee compensation and related benefits	16.1	16.8
Long-term derivative liabilities	41.3	85.7
Other long-term liabilities	46.3	45.8
Total Liabilities	1,067.5	1,087.1
Total Stockholders' Equity	1,227.3	1,207.6
Total Liabilities and Stockholders' Equity	\$2,294.9	\$2,294.8

Numbers may not add precisely due to rounding.

LIVANOVA PLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED
(U.S. dollars in millions)

	Three Months Ended March 31,	
	2023	2022
Operating Activities:		
Net income	\$7.4	\$3.0
Non-cash items included in net income:		
Remeasurement of derivative instruments	(26.3)	(1.4)
Stock-based compensation	10.6	10.3
Amortization	6.4	6.5
Depreciation	6.0	5.6
Amortization of debt issuance costs	5.0	4.4
Remeasurement of contingent consideration to fair value	4.8	(3.8)
Amortization of operating lease assets	2.6	2.7
Other	(0.2)	1.1
Changes in operating assets and liabilities:		
Accounts receivable, net	7.6	1.5
Inventories	(11.3)	(9.6)
Other current and non-current assets	(3.8)	(2.0)
Accounts payable and accrued current and non-current liabilities	21.4	10.0
Taxes payable	1.0	0.7
Litigation provision liability	(10.3)	(3.1)
Net cash provided by operating activities	20.8	25.8
Investing Activities:		
Purchases of property, plant and equipment	(7.7)	(5.2)
Purchase of investments	(5.1)	(0.3)
Other	1.3	—
Net cash used in investing activities	(11.5)	(5.5)
Financing Activities:		
Repayments of short-term borrowings (maturities greater than 90 days)	(2.0)	—
Repayment of long-term debt obligations	(1.9)	—
Shares repurchased from employees for minimum tax withholding	(1.6)	(1.1)
Proceeds from long-term debt obligations	—	218.3
Payment of debt issuance costs	—	(2.4)
Other	0.2	—
Net cash (used in) provided by financing activities	(5.2)	214.9
Effect of exchange rate changes on cash, cash equivalents and restricted cash	3.3	(0.8)
Net increase in cash, cash equivalents and restricted cash	7.3	234.4
Cash, cash equivalents and restricted cash at beginning of period	515.6	208.0
Cash, cash equivalents and restricted cash at end of period	\$523.0	\$442.4

Numbers may not add precisely due to rounding.