

**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	
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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person <sup>†</sup> <u>Poletti Franco</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Cardiopulmonary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2025</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		
20 EASTBOURNE TERRACE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
LONDON	XO	W2 6LA						
(City)	(State)	(Zip)						

**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	03/30/2025		M		1,257	A	\$0 <sup>(1)</sup>	8,475	D	
Ordinary Shares	03/30/2025		F		542	D	\$39.13	7,933	D	
Ordinary Shares								219	I	By Spouse

**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	(2)	03/30/2025		M			201	(3)	(3)	Ordinary Shares	201	\$0	0	D	
Restricted Stock Units	(2)	03/30/2025		M			172	(4)	(4)	Ordinary Shares	172	\$0	171	D	
Restricted Stock Units	(5)	03/30/2025		M			325	(6)	(6)	Ordinary Shares	325	\$0	650	D	
Restricted Stock Units	(5)	03/30/2025		M			559	(7)	(7)	Ordinary Shares	559	\$0	1,675	D	
Restricted Stock Units	(5)	03/30/2025		A			6,388	(8)	(8)	Ordinary Shares	6,388	\$0	6,388	D	
Performance Stock Units	(9)	03/30/2025		A			3,194	(10)	(10)	Ordinary Shares	3,194	\$0	3,194	D	
Performance Stock Units	(9)	03/30/2025		A			3,194	(11)	(11)	Ordinary Shares	3,194	\$0	3,194	D	
Performance Stock Units	(9)	03/30/2025		A			6,388	(12)	(12)	Ordinary Shares	6,388	\$0	6,388	D	
Stock Appreciation Rights	\$39.13	03/30/2025		A			13,986	(13)	03/30/2035	Ordinary Shares	13,986	\$0	13,986	D	

**Explanation of Responses:**

- Reporting person had vested restricted stock units (RSUs) settled in ordinary shares of LivanoVA PLC (the Company), GBP 1.00 par value.
- Each RSU represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the Company's 2015 Incentive Award Plan (the 2015 Plan) and the award agreement.
- On March 30, 2021, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting having occurred on March 30, 2022. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
- On March 30, 2022, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting having occurred on March 30, 2023. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2015 Plan and the award agreement.
- Each RSU represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the Company's 2022 Incentive Award Plan (the 2022 Plan) and the award agreement.
- On March 30, 2023, reporting person was granted RSUs subject to a four-year vesting in equal annual installments, the first vesting having occurred on March 30, 2024. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of 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 having occurred on March 30, 2025. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.

8. On March 30, 2025, reporting person was granted RSUs subject to a three-year vesting in equal annual installments, the first vesting occurring on March 30, 2026. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.

9. 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.

10. On March 30, 2025, reporting person was granted PSUs to vest or lapse on March 30, 2028 based on how the Company's free cash flow (FCF) for performance period 2025-2027 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.

11. On March 30, 2025, reporting person was granted PSUs to vest or lapse on March 30, 2028 based on how the Company's Return on Investment Capital (ROIC) calculated for the performance period 2025-2027 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.

12. On March 30, 2025, reporting person was granted PSUs to vest or lapse on March 30, 2028 based on the Company's total shareholder return (TSR) for the three-year period beginning on January 1, 2025 and ending December 31, 2027 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.

13. On March 30, 2025, 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, 2026. The SARs are subject to forfeiture prior to vesting in accordance with the terms of the 2022 Plan and the award agreement.

**Remarks:**

/s/ Sarah K. Mohr, Attorney-in-Fact      04/01/2025

\*\* 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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