

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>BALLESTER ANDRE MICHEL</u>  (Last) (First) (Middle) <u>5 MERCHANT SQUARE</u> <u>NORTH WHARF ROAD</u>  (Street) <u>LONDON X0 W2 1AY</u>  (City) (State) (Zip)	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) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

**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)	03/11/2016		A		17,361		(2)	(2)	Common Stock	17,361	\$0	17,361	D	
Stock Appreciation Rights	\$57.6	03/11/2016		A		56,682		(3)	(3)	Common Stock	56,682	\$0.00	56,682	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of the Company's Ordinary Shares, or at the option of the Company, a cash settlement in accordance with the terms of the LivaNova PLC 2015 Incentive Award Plan.
- The reporting person was granted restricted stock units that vest in full on the date, if any, that the 50-day trailing average closing price of the Company's Ordinary Shares is at least \$138.78 at any time during the period May 1, 2019 to April 30, 2020. The restricted stock units are subject to forfeiture prior to vesting in accordance with the terms of the LivaNova PLC 2015 Incentive Award Plan.
- Reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the LivaNova PLC 2015 Incentive Award Plan, the SARs will vest in equal installments of 25% on each of the four anniversaries of the grant date, March 11, 2016. Payment of such amount shall be in cash, Ordinary Shares (based on their fair market value as of the date the SAR is exercised) or a combination of both, as determined by the LivaNova PLC 2015 Incentive Award Plan Administrator.

/s/ Taylor Pollock, as POA      03/17/2016

\*\* 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.