

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>Saia Andrea Lynn</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 Officer (give title below) Other (specify below) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2016</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 | | | |
| 5 MERCHANT SQUARE NORTH WHARF ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>08/09/2016</u> | | | | | | |
| (Street) | (City) | (State) | (Zip) | | | | | | |
| <u>LONDON</u> | <u>X0</u> | <u>W21AY</u> | | | | | | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| <u>Restricted Stock Units</u> | <u>(1)</u> | <u>08/05/2016</u> | | <u>A</u> | <u>2,687⁽³⁾</u> | | <u>(2)</u> | <u>(2)</u> | <u>Common Stock</u> | <u>2,687⁽³⁾</u> | <u>\$0</u> | <u>2,687</u> | <u>D</u> | |

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one ordinary share ("Ordinary Share") of LivanoVa PLC (the "Company") 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 RSUs that vest and all forfeiture restrictions thereon shall lapse on August 5, 2017. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the LivanoVa PLC 2015 Incentive Award Plan.
- The Form 4 is being amended to correct the number of RSUs reported incorrectly as 3,327. The correct number of RSUs awarded should be 2,687.

/s/ Andrea Saia

08/09/2016

** 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.