

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>ROSENTHAL ARTHUR L</u> (Last) (First) (Middle) <u>5 MERCHANT SQUARE</u> <u>NORTH WHARF ROAD</u> (Street) <u>LONDON</u> <u>X0</u> <u>W2 1AY</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LivNova PLC</u> [<u>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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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

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			
Common Stock	06/15/2016		M		1,209 ⁽¹⁾	A	\$48.485	16,474	D	
Common Stock	06/15/2016		D		1,209 ⁽²⁾	D	\$48.485	15,265	D	

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					
Restricted Stock Units	(3)	06/15/2016		M			1,209	(3)	(3)	Common Stock	1,209	(1)	0	D

Explanation of Responses:

1. Restricted stock units ("RSUs") vested on June 15, 2016. The referenced RSUs are being settled in cash based on the closing price of the ordinary shares of LivNova PLC (the "Company") on June 14, 2016. The Company is settling the RSUs in cash because it does not currently have ordinary shares available to settle the RSUs pursuant to their terms.
2. Shares disposed of to the Company to cover applicable taxes and to cash cover the remainder shares.
3. On October 19, 2015, reporting person was granted 1,209 RSUs which vest on the date of the next Annual General Meeting of the Company. Each RSU represents a contingent right to receive one ordinary share of the Company in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan. All of such RSUs vested and all restrictions thereon lapsed on June 15, 2016.

/s/ Arthur L. Rosenthal
** Signature of Reporting Person

06/16/2016
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.