

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LivanoVA PLC

(Exact name of Registrant as specified in its charter)

England and Wales
(State or other jurisdiction of incorporation or organization)

98-1268150
(I.R.S. Employer Identification Number)

20 Eastbourne Terrace
London, United Kingdom
(Address of Principal Executive Offices)

W2 6LG
(Zip Code)

Amended and Restated LivanoVA PLC 2022 Incentive Award Plan
(Full title of the plan)

Company Secretariat
LivanoVA Plc
c/o
LivanoVA USA, Inc.
100 Cyberonics Blvd.
Houston, Texas 77058
United States
(Name and Address of agent of service)

(281) 228-7200
(Telephone number, including area code, of agent of service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act of 1933 (the "Securities Act").

EXPLANATORY NOTE

This registration statement on Form S-8 (the “Registration Statement”) is being filed in order to register an additional (i) 650,000 ordinary shares, par value £1.00 per share (the “Ordinary Shares”), of LivaNova PLC (the “Registrant”) that may be issued under the Registrant’s Amended and Restated LivaNova PLC 2022 Incentive Award Plan (the “Plan”) and (ii) 650,000 Ordinary Shares that may become available for issuance under the Plan as a result of outstanding awards under the Plan being (a) forfeited, lapsed, or expired, (b) converted to shares of another company in connection with a takeover, sale, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, exchange of shares or other similar event, (c) settled for cash (in whole or in part) or (d) repurchased by the Registrant.

The Ordinary Shares are securities of the same class as those securities registered on the Registrant’s registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the “Commission”) on [June 13, 2022](#) (Registration No. 333-265563), which is hereby incorporated by reference, except to the extent supplemented, amended or superseded by information set forth in this Registration Statement, consistent with General Instruction E to Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents filed by the Registrant with the Commission are incorporated into this Registration Statement by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Commission on [February 27, 2023](#) (including the information specifically incorporated by reference therein from the Registrant’s definitive proxy statement on Schedule 14A, filed with the Commission on [April 28, 2023](#));
- (b) the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2023, filed with the Commission on [May 3, 2023](#);
- (c) the Registrant’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, filed with the Commission on [July 26, 2023](#);
- (c) the Registrant’s Current Reports on Form 8-K filed with the Commission on [February 22, 2023](#) (Item 5.02 only), [April 14, 2023](#) (Item 5.02 only), [April 21, 2023](#) and [June 16, 2023](#); and
- (d) the description of the Registrant’s securities contained in [Exhibit 4.1](#) of the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Subject to the foregoing, all information appearing in this Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference in this Registration Statement.

Item 8. Exhibits.

The exhibits to this Registration Statement are described below.

| Exhibit Number | Exhibit |
|-----------------------|--|
| 4.1 | Amended Articles of Association of LivaNova PLC, effective as from June 29, 2020 (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed on July 29, 2020 (File No. 001-37599)) |
| 5.1 | Opinion of Cleary Gottlieb Steen & Hamilton LLP |
| 10.1 | Amended and Restated LivaNova PLC 2022 Incentive Award Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 16, 2023 (File No. 001-37599)) |
| 23.1 | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1) |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 24.1 | Power of Attorney (included on the signature page hereto) |
| 107 | Filing Fee Table |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on July 26, 2023.

LivaNova PLC

By: /s/ William A. Kozy
William A. Kozy
Interim Chief Executive Officer and Chair of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael Hutchinson as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| <u>/s/ William A. Kozy</u> William A. Kozy | Interim Chief Executive Officer and Chair of the Board (Principal Executive Officer) | July 26, 2023 |
| <u>/s/ Alex Shvartsburg</u> Alex Shvartsburg | Chief Financial Officer (Principal Accounting and Financial Officer) | July 26, 2023 |
| <u>/s/ Francesco Bianchi</u> Francesco Bianchi | Director | July 26, 2023 |
| <u>/s/ Stacy Enxing Seng</u> Stacy Enxing Seng | Director | July 26, 2023 |
| <u>/s/ Daniel J. Moore</u> Daniel J. Moore | Director | July 26, 2023 |
| <u>/s/ Sharon O’Kane</u> Sharon O’Kane | Director | July 26, 2023 |
| <u>/s/ Andrea L. Saia</u> Andrea L. Saia | Director | July 26, 2023 |
| <u>/s/ Todd C. Schermerhorn</u> Todd C. Schermerhorn | Director | July 26, 2023 |
| <u>/s/ Brooke Story</u> Brooke Story | Director | July 26, 2023 |
| <u>/s/ Peter Wilver</u> Peter Wilver | Director | July 26, 2023 |
| <u>/s/ Kevin Smith</u> Kevin Smith | Authorized Representative in the United States | July 26, 2023 |

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

LivNova PLC
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

| Security Type | Security Class Title | Fee Calculation Rule | Amount to be Registered ⁽¹⁾ | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------------|----------------------------------|----------------------|--|--|----------------------------------|--------------------------|----------------------------|
| Equity | Ordinary Shares, £1.00 par value | Other ⁽²⁾ | 1,300,000 Ordinary Shares | \$52.60 ⁽²⁾ | \$68,380,000 ⁽²⁾ | \$110.20 per \$1,000,000 | \$7,535.48 |
| Total Offering Amounts | | | | | \$68,380,000 | | \$7,535.48 |
| Total Fee Offsets | | | | | | | — |
| Net Fee Due | | | | | | | \$7,535.48 |

- (1) Represents 1,300,000 additional ordinary shares par value £1.00 per share of LivNova PLC (the “Ordinary Shares”) being registered pursuant to the Amended and Restated LivNova PLC 2022 Incentive Award Plan (the “Plan”) and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), an indeterminable number of additional Ordinary Shares that may be offered and issued under the Plan to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (2) Calculated pursuant to Rule 457(c) and Rule 457(h) under the Securities Act based on a price of \$52.60 per ordinary share, which is the average of the high and low price per ordinary share as reported by the Nasdaq Global Select Market on July 19, 2023.

CLEARY GOTTlieb STEEN & HAMILTON LLP

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NEW YORK
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FRANKFURT
LONDON
MILAN
PARIS
ROME

26 July 2023

LivaNova PLC
20 Eastbourne Terrace
London
W2 6LG

Re: LivaNova PLC – Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special English counsel to LivaNova PLC (the “**Company**”), a public limited company incorporated under the laws of England and Wales, in connection with the preparation and filing with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), of a registration statement on Form S-8 (such registration statement, including the documents incorporated by reference therein, the “**Registration Statement**”) for the registration of an additional: (i) 650,000 ordinary shares with a nominal value of £1 each which may be issued or transferred under the Amended and Restated LivaNova PLC 2022 Incentive Award Plan (the “**A&R Plan**”); and (ii) 650,000 ordinary shares with a nominal value of £1 each that may become available for issuance under the A&R Plan, as a result of outstanding awards under the A&R Plan being either (a) forfeited, lapsed, or expired, (b) converted to shares of another company in connection with a takeover, sale, recapitalisation, reorganisation, merger, consolidation, split-up, spin-off, combination, exchange of shares or other similar event, (c) settled for cash (in whole or in part), or (d) repurchased by the Company ((i) and (ii), together, being the “**Ordinary Shares**”).

In connection with the Registration Statement, we have been asked to provide an opinion on certain matters as set out below. We have taken instruction in this regard solely from the Company.

We understand that the Ordinary Shares are not and are not intended to be admitted to trading on any market or exchange, or otherwise listed, in the United Kingdom.

In arriving at the opinions expressed below, we have reviewed the following documents:

- (a) the Registration Statement; and

- (b) a certificate dated 26 July 2023 signed by an authorised signatory of the Company (the “**Company’s Certificate**”) relating to certain factual matters and having annexed thereto and certified as true, complete and up-to-date copies of the following documents:
 - (i) the current articles of association of the Company adopted with effect from 29 June 2020 (the “**Articles**”);
 - (ii) the resolutions passed by the Company’s Board of Directors (the “**Board**”) on 19 April 2023 (the “**Board Resolutions**”); and
 - (iii) the ordinary resolution passed by the shareholders of the Company at the Company’s annual general meeting held on 12 June 2023 (the “**2023 AGM**”) approving the A&R Plan (the “**Shareholders’ Resolution**”).

In addition, we have reviewed the originals, or copies certified or otherwise identified to our satisfaction, of all such other documents, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

In rendering the opinions expressed below we have assumed and not verified:

- (a) the genuineness of all signatures, stamps and seals, the authenticity and completeness of all documents supplied to us and the conformity to the originals of all documents supplied to us as photocopies, facsimile or electronic copies;
- (b) that, where a document has been examined by us in draft, specimen or certificated form, it has been or will be executed in the form of that draft, specimen or certificate;
- (c) the accuracy as to factual matters of each document we have reviewed, including, without limitation, the accuracy and completeness of all statements in the Company’s Certificate;
- (d) that the Company has fully complied with its obligations under all applicable anti-terrorism, anti-money laundering, sanctions and human rights legislation, and that each allotment and issue of Ordinary Shares in the manner contemplated in the Registration Statement will be compliant with such laws;
- (e) that no document has been entered into by any of the parties thereto in connection with any money laundering or any other unlawful activity;
- (f) that all consents, approvals, notices, filings and registrations which are necessary under any applicable laws or regulations (other than laws or regulations of England and Wales) in order to permit the allotment and issue of any Ordinary Shares in the manner contemplated in the Registration Statement have been or will be duly made or obtained;



- (g) that there are no provisions of the laws of any jurisdiction outside England and Wales that would have any implication for the opinions we express and that, insofar as the laws of any jurisdiction outside England and Wales may be relevant to this opinion letter, such laws have been and will be complied with;
- (h) that the Company has complied with all applicable provisions of the Financial Services Act 2012 and the Financial Services and Markets Act 2000, as amended (the “FSMA”) and any applicable secondary legislation made under any of the foregoing with respect to anything done by the Company in relation to the Ordinary Shares from or otherwise involving the United Kingdom (including Sections 19 (carrying on a regulated activity), 21 (financial promotion), and 85 (public offers) of FSMA);
- (i) that at the time of each allotment and issue of any Ordinary Shares, the Company shall have received in full consideration equal to the subscription price or other consideration for such Ordinary Shares and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Ordinary Shares shall have been fully paid up as to their nominal value and any premium thereon as at each allotment date;
- (j) that at the time of each issue of any Ordinary Share, the issue price or other consideration for such issue is not less than the nominal value, if any, of the Ordinary Share;
- (k) that the meeting of the Board held on 19 April 2023 at which the Board Resolutions were passed was duly convened and held and such resolutions are a true record of the proceedings at such meeting and are valid, in full force and effect and have not been amended, revoked or superseded;
- (l) that the 2023 AGM at which the Shareholders’ Resolution was passed was duly convened and held and the Shareholders’ Resolution was duly and validly passed at the 2023 AGM, is in full force and effect and has not been amended, revoked or superseded;
- (m) that each director of the Company has disclosed any interest which he or she may have in the transactions contemplated by the Board Resolutions in accordance with the provisions of the Companies Act 2006 and the Articles, and that none of the relevant directors of the Company have any interest in such transactions except to the extent permitted by the Articles; and
- (n) that the directors consider in good faith that the actions to be carried out pursuant to the Board Resolutions by the Company will promote the success of the Company for the benefit of its members as a whole.

Based on the foregoing, and subject to the further qualifications and limitations set forth below, it is our opinion that the Ordinary Shares, when issued in



accordance with all necessary corporate action of the Company, the provisions of the Company's articles of association in force at that time and the A&R Plan, and subject to receipt by the Company of the aggregate issue price or other consideration in respect of such Ordinary Shares, will be validly issued, fully paid and non-assessable (for the purposes of this opinion, "non-assessable" means that no further contributions in respect of the Ordinary Shares will be required to be made to the Company by the holders thereof, by reason solely of their being such holders).


The opinion set out above is limited to the laws of England and Wales in force as at the date of this opinion letter (taking into account the effect of the Agreement on the withdrawal of the United Kingdom of Great Britain and Northern Ireland from the European Union and the European Atomic Energy Community and the European Union (Withdrawal) Act 2018), as currently applied by the courts in England and Wales, and are given on the basis that this opinion letter and any non-contractual obligations arising out of or in connection with it will be governed by and construed in accordance with English law.

We hereby consent to the use of this opinion as a part Exhibit 5.1 of the Registration Statement as counsel for the Company who have passed on the validity of the Ordinary Shares being registered by the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

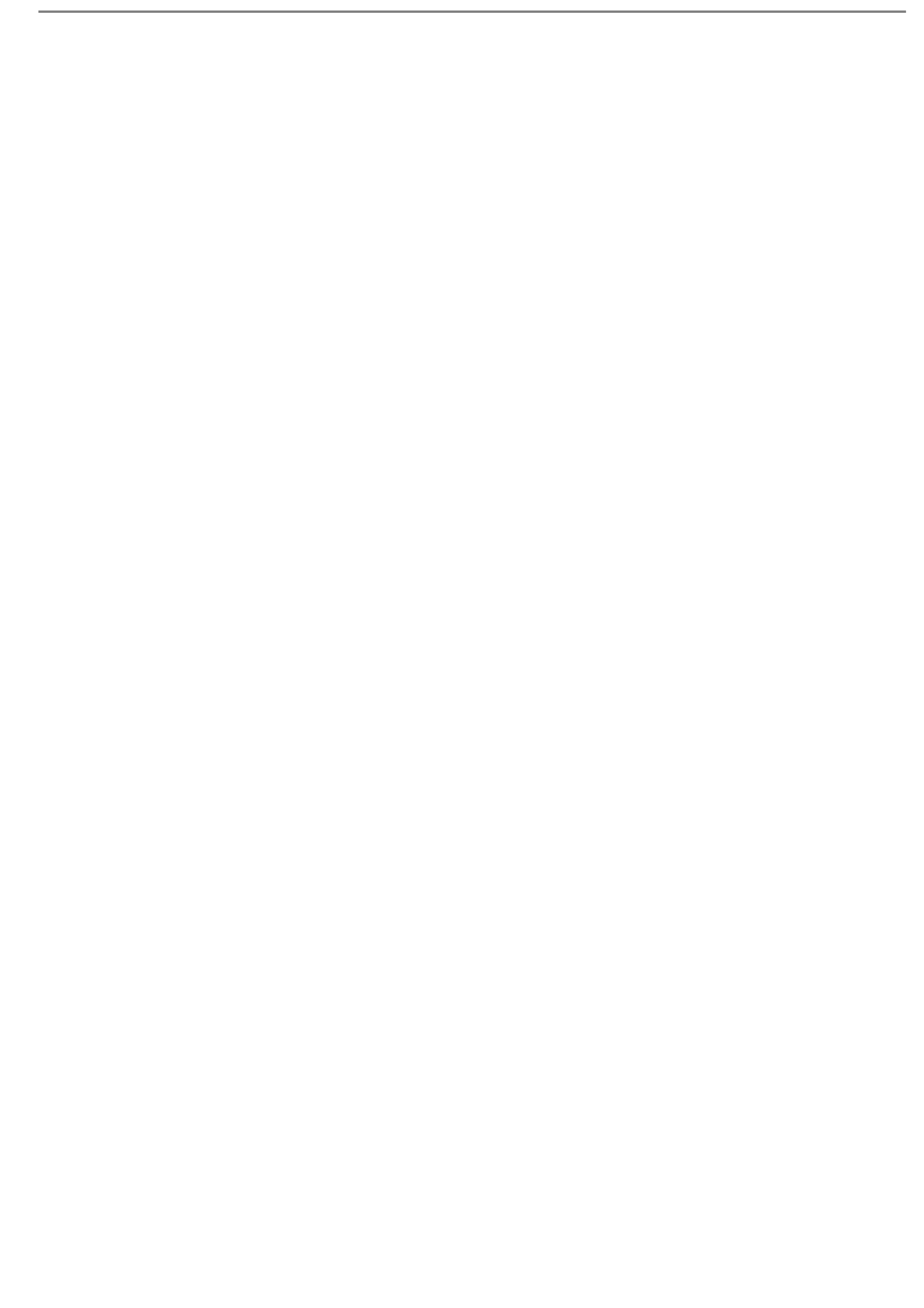
The opinion expressed herein is rendered on and as of the date hereof, and we assume no obligation to advise you or any other person, or to make any investigations, as to any legal developments or factual matters arising subsequent to the date hereof that might affect the opinions expressed herein.

Very truly yours,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By: 

Chrishan Raja, a Partner



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of LivaNova PLC of our report dated February 27, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in LivaNova PLC's Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP
Houston, Texas
July 26, 2023