

☐ 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>McDonald Damien</u>  (Last) (First) (Middle) <u>5 MERCHANT SQUARE</u> <u>NORTH WHARF ROAD</u>  (Street) <u>LONDON</u> <u>X0</u> <u>W21AY</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LivNova PLC [ LIVN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO</u></div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/04/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>

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	Amount or Number of Shares				
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>11/04/2016</u>		<u>A</u>		<u>66,979</u>		<u>(2)</u>	<u>(2)</u>	<u>Ordinary Shares</u>	<u>66,979</u>	<u>\$0</u>	<u>66,979</u>	<u>D</u>	
<u>Stock Appreciation Rights</u>	<u>\$44.79</u>	<u>11/04/2016</u>		<u>A</u>		<u>174,227</u>		<u>(3)</u>	<u>(3)</u>	<u>Ordinary Shares</u>	<u>174,227</u>	<u>\$0</u>	<u>174,227</u>	<u>D</u>	

Explanation of Responses:

1. Each restricted stock unit ("RSU") represents a contingent right to receive one ordinary share ("Ordinary Share") of LivNova PLC (the "Company") or, at the option of the Company, a cash settlement in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan.
2. The reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the next four anniversaries of November 4, 2016. The RSUs are subject to forfeiture prior to vesting in accordance with the terms of the LivNova PLC 2015 Incentive Award Plan.
3. Reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the LivNova PLC 2015 Incentive Award Plan and the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the four anniversaries of the grant date, November 4, 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 LivNova PLC 2015 Incentive Award Plan Administrator.

/s/ Sarah K. Mohr as POA  
\*\* Signature of Reporting Person

11/08/2016  
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.