

**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>Huston Thad Allen</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>20 EASTBOURNE TERRACE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LONDON X0 W2 6LG</u>								
(City) (State) (Zip)								

**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)	03/29/2019		A		5,141		(2)	(2)	Ordinary Shares	5,141	\$0	60,879	D	
Performance Stock Units	(3)	03/29/2019		A		5,141		(4)	(4)	Ordinary Shares	5,141	\$0	66,020	D	
Performance Stock Units	(3)	03/29/2019		A		5,141		(5)	(5)	Ordinary Shares	5,141	\$0	71,161	D	
Stock Appreciation Rights	(6)	03/29/2019		A		15,743		(7)	(7)	Stock Appreciation Rights	15,743	\$0	29,580	D	

**Explanation of Responses:**

- Each restricted stock unit (RSU) represents a contingent right to receive one ordinary share (Ordinary Share) of LivanoVA PLC (the Company), GBP 1.00 par value, in accordance with the terms of the LivanoVA PLC 2015 Incentive Award Plan (the Plan) and the award agreement.
- Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 29, 2019, subject to continued service during the vesting period and the RSU Agreement.
- Each performance stock unit (PSU) represents a contingent right to receive one Ordinary Share of the Company in accordance with the terms of the Plan and the award agreement.
- On March 29, 2019, reporting person was granted 5,141 PSUs to vest or lapse on the filing of the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2021 ("2021 Form 10-K") based on the rank of the Company's total shareholder return for the three-year period ending December 31, 2021 relative to the total shareholder return of a peer group of companies, as determined by the Plan Administrator. The form of agreement for this award was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 1, 2019. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.
- On March 29, 2019, reporting person was granted 5,141 PSUs to vest or lapse on the filing of the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2021 based on how the Company's cumulative adjusted free cash flow for fiscal years 2019, 2020 and 2021 compares to a target determined by the Plan Administrator. The form of agreement for this award was filed with the Securities and Exchange Commission on April 1, 2019. The number included in column 5 of Table II reflects the target number of PSUs eligible for vesting.
- 97.25 Conversion or Exercise Price of Derivative Security.
- Reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the Plan and the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date, March 29, 2019.

**Remarks:**

/s/ Sarah K. Mohr, POA                      04/02/2019  
 \*\* 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.