

# INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>Khoury Roy</u><br><br>(Last) (First) (Middle)<br><u>20 EASTBOURNE TERRACE</u><br><br>(Street)<br><u>LONDON X0 W26LG</u><br><br>(City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br><u>01/10/2020</u> | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>LivaNova PLC [ LIVN ]</u><br><br><b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President, International</u><br><br><b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><br><b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |  |
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## Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Ordinary Shares                 | 1,129                                                 | D                                                        |                                                       |

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                            | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|----------------------------|-----------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                            | Date Exercisable                                         | Expiration Date            | Title                                                                       | Amount or Number of Shares |                                                        |                                                          |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 08/05/2020                                               | 08/05/2020                 | Ordinary Shares                                                             | 573                        | (2)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 03/01/2020 <sup>(3)</sup>                                | 03/01/2020 <sup>(3)</sup>  | Ordinary Shares                                                             | 1,359                      | (4)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 03/01/2021 <sup>(5)</sup>                                | 03/01/2021 <sup>(5)</sup>  | Ordinary Shares                                                             | 1,359                      | (4)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 05/05/2020                                               | 05/05/2020                 | Ordinary Shares                                                             | 453                        | (6)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 05/05/2021                                               | 05/05/2021                 | Ordinary Shares                                                             | 453                        | (6)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 12/15/2020                                               | 12/15/2020                 | Ordinary Shares                                                             | 515                        | (7)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 12/15/2021                                               | 12/15/2021                 | Ordinary Shares                                                             | 514                        | (7)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 03/15/2020                                               | 03/15/2020                 | Ordinary Shares                                                             | 589                        | (8)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 03/15/2021                                               | 03/15/2021                 | Ordinary Shares                                                             | 589                        | (8)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | 03/15/2022                                               | 03/15/2022                 | Ordinary Shares                                                             | 589                        | (8)                                                    | D                                                        |                                                       |
| Restricted Stock Units <sup>(1)</sup>      | (9)                                                      | (9)                        | Ordinary Shares                                                             | 2,159                      | (9)                                                    | D                                                        |                                                       |
| Performance Stock Units <sup>(10)</sup>    | 03/01/2021 <sup>(11)</sup>                               | 03/01/2021 <sup>(11)</sup> | Ordinary Shares                                                             | 2,357                      | (12)                                                   | D                                                        |                                                       |
| Performance Stock Units <sup>(10)</sup>    | 03/01/2021 <sup>(13)</sup>                               | (14)                       | Ordinary Shares                                                             | 2,357                      | (14)                                                   | D                                                        |                                                       |
| Performance Stock Units <sup>(10)</sup>    | 03/01/2022 <sup>(15)</sup>                               | 03/01/2022 <sup>(15)</sup> | Ordinary Shares                                                             | 2,159                      | (16)                                                   | D                                                        |                                                       |
| Performance Stock Units <sup>(10)</sup>    | 03/01/2022 <sup>(17)</sup>                               | (18)                       | Ordinary Shares                                                             | 2,159                      | (18)                                                   | D                                                        |                                                       |
| Stock Appreciation Rights                  | (19)                                                     | 08/05/2026                 | Ordinary Shares                                                             | 7,653                      | 61                                                     | D                                                        |                                                       |
| Stock Appreciation Rights                  | (20)                                                     | 12/15/2027                 | Ordinary Shares                                                             | 4,101                      | 80.26                                                  | D                                                        |                                                       |
| Stock Appreciation Rights                  | (21)                                                     | 03/15/2028                 | Ordinary Shares                                                             | 7,659                      | 88.38                                                  | D                                                        |                                                       |
| Stock Appreciation Rights                  | (22)                                                     | 03/30/2029                 | Ordinary Shares                                                             | 6,698                      | 97.25                                                  | 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 terms of 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 August 5, 2016 subject to continued service during the vesting period and the terms of the award agreement.
- Exercise and expiration dates are estimated and determined based on the release date of the Company's full-year 2019 financial results which is defined as Measure Date in footnote 4.
- On May 5, 2017, reporting person was granted RSUs that vest 25% on the second day after release of LivaNova's full-year 2018 financial results, February 27, 2019 (Measure Date) and 25% on each of the next three anniversaries thereof, provided and to the extent that a market condition is achieved on the Measure Date. The market condition is a stock price that ranges between a threshold price, at which one-third of the RSUs become eligible for vesting and a target price, at which all of the RSUs become eligible for vesting, with the number of RSUs eligible for vesting at a price between the threshold price and the

target price determined by linear interpolation. The number included in column 3 of Table II reflects the unvested RSUs eligible for vesting at the target price subject to continued service during the vesting period and the terms of the award agreement.

5. Exercise and expiration dates are estimated and determined based on the release date of the Company's full-year 2019 financial results which is defined as Measure Date in footnote 4.

6. Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of May 5, 2017, subject to continued service during the vesting period and the terms of the award agreement.

7. Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of December 15, 2017 subject to continued service during the vesting period and the terms of the award agreement.

8. Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 15, 2018, subject to continued service during the vesting period and the terms of the award agreement.

9. Reporting person was granted RSUs subject to a four-year vesting schedule, vesting 25% on each of the first four anniversaries of March 30, 2019 subject to continued service during the vesting period and the terms of the award agreement.

10. 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 terms of the award agreement.

11. Exercise and expiration dates are estimated and determined based on the actual filing date of the 2020 Form 10-K referenced in footnote 12.

12. On March 15, 2018, reporting person was granted PSUs to vest or lapse on the filing of the Company's 2020 Form 10-K based on how the Company's cumulative adjusted free cash flow for fiscal years 2018, 2019 and 2020 compares to a target. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the terms of the award agreement.

13. Exercise and expiration dates are estimated and determined based on the actual filing date of the 2020 Form 10-K referenced in footnote 14.

14. On March 15, 2018, reporting person was granted 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, 2020 ("2020 Form 10-K") based on the rank of the Company's total shareholder return for the three-year period ending December 31, 2020 relative to the total shareholder return of a peer group of companies. The number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the terms of the award agreement.

15. Exercise and expiration dates are estimated and determined based on the actual filing date of the 2020 Form 10-K referenced in footnote 16.

16. On March 30, 2019, reporting person was granted 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 number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the terms of the award agreement.

17. Exercise and expiration dates are estimated and determined based on the actual filing date of the Company's Annual Report Form 10-K referenced in footnote 18.

18. On March 30, 2019, reporting person was granted 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 number included in column 3 of Table II reflects the target number of PSUs eligible for vesting subject to continued service during the vesting period and the terms of the award agreement.

19. On August 5, 2016, reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the Plan and the terms of the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the four anniversaries of the grant date. There are 5,740 shares vested and exercisable and 1,913 shares unvested as the filing of this Form 3.

20. On December 15, 2017, 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 terms of the SARs shall vest in equal installments of 25% on each of the four anniversaries of the grant date. There are 2,051 shares vested and 2,051 shares unvested as the filing of this Form 3.

21. On March 15, 2018, reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the Plan and the terms of the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the four anniversaries of the grant date. There are 1,915 shares vested and exercisable and 5,744 shares unvested as of the filing of this Form 3.

22. On March 30, 2019, reporting person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the Plan and the terms of the SAR Agreement, the SARs shall vest in equal installments of 25% on each of the first four anniversaries of the grant date.

Remarks:

/s/ Sarah K. Mohr, POA01/10/2020

\*\* Signature of Reporting PersonDate

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 5 (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.

## **POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of (i) the General Counsel of LivaNova PLC, a public limited company organized under the laws of England and Wales (the "Company"), who is currently Keyna Skeffington and the Company's internal counsel who is currently Sarah K. Mohr, and their respective successors, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of the Company, Forms 3 and 4 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and executed any such Forms 3 or 4 or Form ID and timely file such forms (including amendments thereto) and application with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering or filing Forms 3 or 4 (including amendments thereto) or Form ID and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof, and the authority of the attorneys-in-fact named in any such power of attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3 or 4 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of December 2019.

/s/ Roy Khoury  
Roy Khoury