

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT6500922

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/01/2019 |

CONVEYING PARTY DATA

| Name | Execution Date |
|----------------------------|----------------|
| LIVANOVA HOLDING USA, INC. | 06/28/2019 |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------|
| Name: | LIVANOVA USA, INC. |
| Street Address: | 14401 WEST 65TH WAY |
| City: | ARVADA |
| State/Country: | COLORADO |
| Postal Code: | 80004-3599 |

PROPERTY NUMBERS Total: 1

| Property Type | Number |
|----------------|---------|
| Patent Number: | 6755857 |

CORRESPONDENCE DATA

Fax Number: (303)607-3600

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (303) 607-3500

Email: aimee.miller@faegredrinker.com

Correspondent Name: FAEGRE DRINKER BIDDLE & REATH LLP

Address Line 1: 1144 15TH STREET

Address Line 2: SUITE 3400

Address Line 4: DENVER, COLORADO 80202

| | |
|--------------------------------|----------------------|
| ATTORNEY DOCKET NUMBER: | 475037-HV ASSIGNMENT |
| NAME OF SUBMITTER: | JASON KRAUS |
| SIGNATURE: | /jason kraus/ |
| DATE SIGNED: | 01/18/2021 |

Total Attachments: 4

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LIVANOVA HOLDING USA, INC.", A DELAWARE CORPORATION, WITH AND INTO "LIVANOVA USA, INC." UNDER THE NAME OF "LIVANOVA USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2019, AT 3:30 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2019 AT 2 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2145759 8100M
SR# 20195734364

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203129779
Date: 06-28-19

PATENT
REEL: 054944 FRAME: 0530

CERTIFICATE OF OWNERSHIP AND MERGER

of

LivNova Holding USA, Inc.
(a Delaware corporation)

with and into

LivNova USA, Inc.
(a Delaware corporation)

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:30 PM 06/28/2019
FILED 03:30 PM 06/28/2019
SR 20195734364 - File Number 2145759

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), LivNova Holding USA, Inc., a corporation organized and existing under the laws of the State of Delaware, U.S.A. (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated pursuant to the DGCL.

SECOND: That the Corporation owns all the outstanding shares of each class of the capital stock of LivNova USA, Inc., a corporation organized and existing under the laws of the State of Delaware, U.S.A. (the "Subsidiary Corporation").

THIRD: That the Corporation, by the following resolutions of its board of directors, duly adopted on June 25, 2019, determined to merge the itself into the Subsidiary Corporation (the "Merger"), with the Subsidiary Corporation being the sole surviving entity:

RESOLVED, that pursuant to Section 253 of the DGCL, the Corporation shall be merged with and into the Subsidiary Corporation, whereupon the separate existence of the Corporation shall cease, and the Subsidiary Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger;

RESOLVED FURTHER, that subject to approval by the holders of at least a majority of the outstanding stock of the Corporation entitled to vote thereon as provided below, the Merger is hereby approved pursuant to the provisions of Section 253 of the DGCL;

RESOLVED FURTHER, that upon completion of the Merger, the stock of the Subsidiary Corporation issued and outstanding immediately before the Effective Time (as defined below) shall be cancelled;

RESOLVED FURTHER, that upon completion of the Merger, the holders of the common stock of the Corporation, par value \$0.01 per share, shall receive an equivalent number of shares of the common stock of the Surviving Corporation, par value \$0.01, and all of the issued and outstanding common stock of the Corporation shall be canceled;

RESOLVED FURTHER, that this resolution to merge be submitted to the stockholders of the Corporation for approval by the holders of at least a majority

of the outstanding stock entitled to vote thereon pursuant to the requirements of Section 253(a) of the DGCL;

RESOLVED FURTHER, that the Merger shall become effective upon the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State or at such time as is otherwise specified therein (the "Effective Time");

RESOLVED FURTHER, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Subsidiary Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Subsidiary Corporation at the Effective Time shall be the officers of the Surviving Corporation;

RESOLVED FURTHER, that from and after the Effective Time, the bylaws of the Subsidiary Corporation shall continue to be the bylaws of the Surviving Corporation;

RESOLVED FURTHER, that from and after the Effective Time, the certificate of incorporation of the Subsidiary Corporation shall be the certificate of incorporation of the Surviving Corporation, except that Article 4 of the certificate of incorporation is hereby amended and restated in its entirety as follows:

"The total number of shares of all classes of stock that the Corporation shall have authority to issue is one hundred (100) shares, all of which are Common Stock with a par value of \$0.01"; and

RESOLVED FURTHER, that from and after the Effective Time, the name of the Surviving Corporation shall be "LivaNova USA, Inc."

FOURTH: That this Merger has been approved by the sole holder of all outstanding shares of the Corporation by written consent in lieu of meeting pursuant to Section 228 of the DGCL on June 25, 2019.

FIFTH: The Subsidiary Corporation shall be the surviving corporation of the Merger.

SIXTH: The certificate of incorporation of the Subsidiary Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the Surviving Corporation, except that Article 4 of the certificate of incorporation is hereby amended and restated in its entirety as follows:

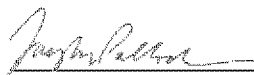
"The total number of shares of all classes of stock that the Corporation shall have authority to issue is one hundred (100) shares, all of which are Common Stock with a par value of \$0.01".

SEVENTH: The Merger shall become effective at 2:00 p.m. Eastern Daylight Time on July 1, 2019.

(Signature page follows)

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by a duly authorized officer, declaring that the facts stated herein are true.

LIVANOVA HOLDING USA, INC.

By:  _____
Name: Taylor Pollock
Title: Vice President and Secretary
Date: June 28, 2019

(Signature Page to Certificate of Ownership and Merger)

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