

CYBERONICS INC
Form 3/A
October 27, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Gutedel Jacques</p> <p>(Last) (First) (Middle)</p> <p>5 MERCHANT SQUARE,Â NORTH WHARF ROAD</p> <p>(Street)</p> <p>LONDON,Â X0Â W2 1AY</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/19/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CYBERONICS INC [LIVN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>President Intercontinental</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>10/22/2015</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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 of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

				Shares		or Indirect (I) (Instr. 5)	
Option to purchase common stock	Â (2)	10/19/2020	Common Stock	59,435 (1)	\$ 69.39	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gutedel Jacques 5 MERCHANT SQUARE NORTH WHARF ROAD LONDON,Â X0Â W2 1AY	Â	Â	Â President Intercontinental	Â

Signatures

Taylor Pollock,
as POA

10/27/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Form 3 being amended to correct the number of stock appreciation rights ("SARs") granted to Reporting Person on October 19, 2015. Reporting Person was granted an award of stock appreciation rights ("SARs"). Subject to the terms and conditions of the SAR Agreement, the SARs shall vest in equal installments of 50% on each of the first two anniversaries of the grant date, October 19, 2015.
- (2) Payment of such amount shall be in cash, shares (based on their Fair Market Value as of the date the SAR is exercised) or a combination of both, as determined by the Administrator.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.