

LOCASCIO ROBERT P  
Form 4  
March 05, 2019

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person \*  
**LOCASCIO ROBERT P**

2. Issuer Name and Ticker or Trading Symbol  
**LIVEPERSON INC [LPSN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O LIVEPERSON INC., 475  
TENTH AVENUE, 5TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2019**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

(Street)  
**NEW YORK, NY 10018**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or Price		
Common Stock	03/01/2019		M		25,000 A \$ 1.79	375,533 <sup>(1)</sup>	D
Common Stock	03/01/2019		F <sup>(2)</sup>		10,572 D \$ 28.35	364,961 <sup>(1)</sup>	D
Common Stock	03/01/2019		D <sup>(3)</sup>		14,428 D \$ 28.35	350,533 <sup>(1)</sup>	D
Common Stock						4,226,983	I By Ikon, LP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.79	03/01/2019		M	25,000	<sup>(4)</sup> 03/05/2019	Common Stock	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCASCIO ROBERT P C/O LIVEPERSON INC., 475 TENTH AVENUE, 5TH FLOOR NEW YORK, NY 10018	X		Chief Executive Officer	

## Signatures

/s/ Monica L. Greenberg,  
Attorney-in-Fact

03/05/2019

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Number reported includes 262,702 unvested restricted stock units granted to and held by the reporting person following the transactions reported by this filing.
- (2) The exercise price of the option and related tax withholding were satisfied by the Issuer's withholding shares otherwise deliverable upon exercise of the option.
- (3) These shares were repurchased by the Issuer. The repurchase price was the closing market price of the shares on the date of repurchase.
- (4) The option is fully vested and currently exercisable. If not exercised, the option would have expired on 03/05/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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