

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 10, 2011**

LivePerson, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-30141

(Commission File Number)

13-3861628

(IRS Employer Identification No.)

462 Seventh Avenue
New York, New York 10018
(Address of principal executive
offices, with zip code)

(212) 609-4200

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

LivePerson, Inc. (the “Registrant”) issued a press release announcing that trading of its shares of common stock on the Tel Aviv Stock Exchange (“TASE”) commenced on March 13, 2011. The Registrant’s pursuit of dual listing on the TASE was previously announced. A copy of the press release issued by the Registrant is included herewith as Exhibit 99.1 and is incorporated herein by reference. The Registrant’s common stock will continue to be listed on the NASDAQ Capital Market in the United States, and LivePerson will remain subject to the rules and regulations of NASDAQ and of the U.S. Securities and Exchange Commission.

The information in this item of this Current Report on Form 8-K shall not be incorporated by reference into any filing of LivePerson, Inc. with the U.S. Securities and Exchange Commission, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing. The information in this report and the accompanying exhibit shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 8.01. Other Events

LivePerson, Inc. Chief Executive Officer Robert P. LoCascio advised the company that, in order to achieve diversification and liquidity in his financial portfolio, he entered into a written plan for automated selling of a portion of his shares of LivePerson’s stock, which plan is designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and in accordance with LivePerson’s Insider Trading Policy. Among other things, LivePerson’s Insider Trading Policy allows an employee to implement a written trading plan provided such person is not in possession of material non-public information about LivePerson at the time the plan is entered into, consistent with Rule 10b5-1. Mr. LoCascio advised LivePerson that he established his written trading plan during an “open window” under LivePerson’s Insider Trading Policy and that his plan was implemented, in part, to avoid any inference that his future sales would be made on the basis of material non-public information. Mr. LoCascio further advised that his plan provides for selling up to 100,000 shares (subject to, among other things, the volume limitations imposed by applicable securities regulations), which represents approximately 2% of Mr. LoCascio’s current holdings of the company’s common stock and options to purchase the company’s common stock. Sales will occur under the plan at minimum price thresholds ranging from \$11.00 to \$12.00 per share applicable to specified installments of the total shares subject to sale.

Separately, LivePerson, Inc. President and Chief Financial Officer Timothy E. Bixby advised the company that, in order to achieve diversification and liquidity in his financial portfolio, he entered into a written plan for automated selling of a portion of his shares of LivePerson’s stock designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and in accordance with LivePerson’s Insider Trading Policy. Among other things, LivePerson’s Insider Trading Policy allows an employee to implement a written trading plan provided such person is not in possession of material non-public information about LivePerson at the time the plan is entered into, consistent with Rule 10b5-1. Mr. Bixby advised LivePerson that he established his written trading plan during an “open window” under LivePerson’s Insider Trading Policy and that his plan was implemented, in part, to avoid any inference that his future sales would be made on the basis of material non-public information. Mr. Bixby further advised that his plan provides for selling up to 160,000 shares (subject to, among other things, the volume limitations imposed by applicable securities regulations), which represents approximately 20% of Mr. Bixby’s current holdings of the company’s common stock and options to purchase the company’s common stock. Sales will occur under the plan at minimum price thresholds ranging from \$9.95 to \$14.95 per share applicable to specified installments of the total shares subject to sale.

Except as may be required by law, LivePerson does not undertake to report written trading plans established by other LivePerson officers or directors, nor to report modifications, terminations, transactions or other activities under Mr. LoCascio’s plan, Mr. Bixby’s plan, or the plan of any other officer or director.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIVEPERSON, INC.
(Registrant)

Date: March 14, 2011

By: /s/ Monica L. Greenberg
Monica L. Greenberg
*Senior Vice President, Business Affairs and
General Counsel*

EXHIBIT INDEX

99.1 Press release issued March 13, 2011.

LivePerson Announces Commencement of Dual Listing on the Tel Aviv Stock Exchange

Trading on the TASE commenced Sunday, March 13, 2011

Tel Aviv, Israel & New York, NY – March 13, 2011 – LivePerson, Inc. (NASDAQ: LPSN), a leading provider of online, real-time intelligent engagement solutions, announced today that trading of its common stock has commenced on the Tel Aviv Stock Exchange (“TASE”) under the ticker symbol [LPSN]. LivePerson’s common stock will continue to be listed on the NASDAQ Capital Market in the United States, and LivePerson will remain subject to the rules and regulations of NASDAQ and of the U.S. Securities and Exchange Commission.

“We are very pleased to welcome LivePerson, a high-end Software-as-a-Service provider, to the Tel Aviv Stock Exchange, where the company joins an increasing number of dual-listed high-tech companies,” said Ester Levanon, CEO of the Tel Aviv Stock Exchange. “The TASE is the home of Israel’s innovative and growing companies. LivePerson joins some 140 high-tech listed companies, which reflects the strong position of the Tel-Aviv Stock Exchange in the high-tech and biotech industries.”

“We are very happy to join the TASE with a dual listing,” said Robert LoCascio, LivePerson’s CEO. “LivePerson has had a strong connection to the Israeli technology community since we acquired hosted software provider, HumanClick, Ltd. in 2000. Today, LivePerson has more than 300 employees in its Israel office, which is home to the Company’s technology and customer support operations. We view our listing on TASE as a logical extension of our strong presence in Israel and our connection to its vibrant technology sector.”

About LivePerson

LivePerson (<http://www.solutions.liveperson.com/>) is a leading provider of real-time intelligent engagement solutions designed to optimize online conversions, enhance customer service and reduce support costs for companies of all sizes. Connecting businesses and independent experts with consumers seeking help on the Web, LivePerson's hosted software platform creates more relevant, compelling and personalized online experiences. Every month, LivePerson's intelligent platform helps millions of people succeed online; more than 8,500 companies, Cisco, Hewlett-Packard, IBM, Microsoft and Verizon, rely on LivePerson to maximize the impact of the online channel. LivePerson is headquartered in New York City with offices in San Francisco, Atlanta, London and Tel Aviv.

Safe Harbor Provision

Statements in this press release regarding LivePerson that are not historical facts are forward-looking statements and are subject to risks and uncertainties that could cause actual future events or results to differ materially from such statements. Any such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. It is routine for our internal projections and expectations to change as the quarter and year progresses, and therefore it should be clearly understood that the internal projections and beliefs upon which we base our expectations may change. Although these expectations may change, we are under no obligation to inform you if they do. Actual events or results may differ materially from those contained in the projections or forward-looking statements. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include, without limitation: risks related to our common stock being traded on more than one market, which may result in additional variations in the trading price of our common stock; potential fluctuations in our quarterly and annual results; the adverse effect that the global recession may have on our business; competition in the real-time sales, marketing, customer service and online engagement solutions market; risks related to the operational integration of acquisitions; risks related to new regulatory or other legal requirements that could materially impact our business; risks related to our international operations, particularly our operations in Israel, and the civil and political unrest in that region; impairments to goodwill that result in significant charges to earnings; volatility of the value of certain currencies in relation to the US dollar, particularly the New Israeli Shekel, U.K. pound and Euro; continued use by our clients of the LivePerson services and their purchase of additional services; responding to rapid technological change and changing client preferences; technology systems beyond our control and technology-related defects that could disrupt the LivePerson services; privacy concerns relating to the Internet that could result in new legislation or negative public perception; risks related to the regulation or possible misappropriation of personal information; legal liability and/or negative publicity for the services provided to consumers via our technology platforms; and risks related to protecting our intellectual property rights or potential infringement of the intellectual property rights of third parties. This list is intended to identify only certain of the principal factors that could cause actual results to differ from those discussed in the forward-looking statements. Readers are referred to the reports and documents filed from time to time by us with the Securities and Exchange Commission for a discussion of these and other important risk factors that could cause actual results to differ from those discussed in forward-looking statements.
