

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

**FORM 10-K/A
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2025

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from _____ to _____
Commission File Number **000-30141**

LIVEPERSON, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

**530 7th Ave, Floor M1
New York, New York**

(Address of Principal Executive Offices)

13-3861628

(IRS Employer Identification No.)

10018

(Zip Code)

(212) 609-4200

(Registrant's telephone Number, including area Code)
Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--|--------------------------|--|
| Common Stock, par value \$0.001 per share | LPSN | The Nasdaq Stock Market LLC |
| Rights to Purchase Series A Junior Participating Preferred Stock | None | The Nasdaq Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large Accelerated Filer | <input type="checkbox"/> | Accelerated Filer | <input checked="" type="checkbox"/> |
| Non-accelerated Filer | <input type="checkbox"/> | Smaller Reporting Company | <input checked="" type="checkbox"/> |
| | | Emerging Growth Company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting common stock held by non-affiliates of the registrant as of June 30, 2025 (the last business day of the registrant's most recently completed second fiscal quarter) was \$84,994,598 (computed by reference to the last reported sale price on The Nasdaq Global Select Market on that date). The registrant does not have any non-voting common stock outstanding.

On March 6, 2026, 12,053,603 shares of the registrant's common stock were outstanding.

| Auditor Name | Auditor Location | Auditor Firm ID |
|---------------|--------------------|-----------------|
| BDO USA, P.C. | New York, New York | 23 |

LIVEPERSON, INC.
AMENDMENT NO. 1 TO 2025 ANNUAL REPORT ON FORM 10-K/A

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EXPLANATORY NOTE

LivePerson, Inc. (“LivePerson,” the “Company,” “we,” “our” or “us”) is filing this Amendment No. 1 on Form 10-K/A (this “Amendment”) to amend the Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the “2025 Fiscal Year”) originally filed with the Securities and Exchange Commission (the “SEC”) by the Company on March 16, 2026 (the “Original Form 10-K”) for the purpose of including the information required by Items 10 through 14 of Part III of Form 10-K. This information was omitted from the Original Form 10-K in reliance on General Instruction G(3) to Form 10-K, which permits such information to be incorporated by reference from a registrant’s definitive proxy statement, if filed with the SEC not later than 120 days after the end of the fiscal year covered by a Form 10-K (or as such deadline may be extended pursuant to Rule 0-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (the “Filing Deadline”). We will not have filed our definitive proxy statement by the Filing Deadline and are therefore amending and restating in their entirety Items 10, 11, 12, 13 and 14 of Part III of the Original Form 10-K.

In addition, as required by Rule 12b-15 under the Exchange Act, certifications by LivePerson’s principal executive officer and principal financial officer are filed as exhibits to this Amendment under Item 15 of Part IV hereof. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. We are not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Amendment.

This Amendment does not reflect events occurring after the filing of the Original Form 10-K or modify or update the disclosure contained in the Original Form 10-K in any way other than as required to reflect the amendments discussed above and reflected below. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K and with the Company’s filings with the SEC subsequent to the filing of the Original Form 10-K. Capitalized terms used but not defined herein have the meanings assigned to them in the Original Form 10-K.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Statements in this Amendment about LivePerson that are not historical facts are forward-looking statements. These forward-looking statements are based on our current expectations, assumptions, estimates and projections about LivePerson and our industry. Our expectations, assumptions, estimates and projections are expressed in good faith, and we believe there is a reasonable basis for them, but we cannot assure you that our expectations, assumptions, estimates and projections will be realized. Examples of forward-looking statements include, but are not limited to, statements regarding future business, future results of operations or financial condition (including statements regarding expectations for retention rates, customer attrition and revenue and other statements based on examinations of historical operating trends) and management strategies. Many of these statements are found in the “Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of the Original Form 10-K. When used in this Amendment, the words “anticipates,” “believes,” “estimates,” “expects,” “intends,” “plans,” “projects,” and variations of such words or similar expressions are intended to identify forward-looking statements. However, not all forward-looking statements contain these words. Forward-looking statements are subject to risks and uncertainties that could cause actual future events or results to differ materially from those expressed or implied in the forward-looking statements. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Amendment include those set forth in the section of the Original Form 10-K entitled Part 1, Item 1A., “Risk Factors.” It is routine for our internal projections and expectations to change as the year or each quarter in the year progresses, and therefore it should be clearly understood that the internal projections and beliefs upon which we base our expectations may change prior to the end of each quarter or the year. Although these expectations may change, we are under no obligation to inform you if they do. Our policy is generally to provide our expectations only once per quarter, and not to update that information until the next quarter. We do not undertake any obligation to revise forward-looking statements to reflect future events or circumstances. All forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following is a brief biographical summary of the experience of our directors, including their ages as of April 30, 2026.

Jim Miller, 62, has served as a member of the Board since February 2023 and as Chair of the Board since October 2024. Mr. Miller brings over 20 years of board, C-Suite and executive experience at leading technology and e-commerce companies such as Google, Wayfair, The RealReal, Amazon, Sanmina-SCI and Cisco. Since January 2023, Mr. Miller has served as a Senior Advisor of Boston Consulting Group, a global management and consulting firm. Mr. Miller previously served as Chief Technology Officer of Wayfair, Inc. from 2019 to 2022. Prior to Wayfair, he served as Chief Executive Officer of AREVO Inc., a 3-D printing company, and previously held executive leadership roles at Google including Vice President of Operations, Ads and Commerce, and Vice President of Worldwide Operations & Google Energy LLC. Prior to joining Google, Mr. Miller was Executive Vice President at Sanmina-SCI Corporation, one of the world's largest electronic manufacturing service providers. Mr. Miller has also held executive roles in operations and supply chain at FirstSolar, Inc., Cisco Systems, Inc. and Amazon.com, Inc. Mr. Miller currently serves on the boards of The RealReal, Inc. (NASDAQ:REAL), a Nasdaq-listed online luxury resale store, Brambles Ltd. (ASX:BXB), an ASX-listed supply-chain logistics company, and Service Express, a provider of third-party maintenance services and a subsidiary of private equity firm Warburg Pincus LLC. He previously served on the board of Wayfair before becoming its Chief Technology Officer, and ITRenew, Inc., a privately-held global provider of data sanitization and IT asset disposition services. Mr. Miller earned a B.S. in aerospace engineering from Purdue University, an M.S. in mechanical engineering from the Massachusetts Institute of Technology and an M.B.A. from MIT's Sloan School of Management.

Mr. Miller brings to the Board extensive experience in scaling rapidly-growing internet companies, technological and operational expertise and significant knowledge of financial management and corporate strategy.

Dan Fletcher, 42, has served as a member of the Board since November 2024. Mr. Fletcher brings over 18 years of SaaS industry financial, strategic, and operational experience, with particular specialization in financial, strategic and operational organizational transformation. As an experienced CFO, his areas of expertise include profitability analysis and improvement, budgeting and forecasting, strategic planning, operating strategy design and execution, cash flow and working capital management, sales force effectiveness, organizational design, post-acquisition integration, and project management.

Mr. Fletcher joined Vector Capital Management, L.P. (together with its affiliates, the "Vector Group") in June 2018, where he served as an Operating Principal until February 2025 and has served as Chief Financial Officer for multiple Vector Group investments. Mr. Fletcher currently serves as Chief Financial Officer of Planful, Inc., a leading SaaS provider of cloud-based enterprise performance management applications (January 2022 - present and December 2018 - May 2020). Previously, he served as Chief Financial Officer of MarkLogic Corporation, a leading provider of data management and data integration solutions for large enterprise and public sector customers (October 2020 - December 2021). From 2014 until June 2018, Mr. Fletcher was a Manager at Alvarez & Marsal, a leading consulting firm, where he served in interim management roles for portfolio companies of Alvarez & Marsal clients. He was previously employed as an associate at Sterling Partners, a private equity firm based in Chicago, and at PricewaterhouseCoopers LLP. In addition, Mr. Fletcher has served as a director of two privately held companies: Gappify, Inc., a leading provider of accrual automation solutions for corporate accountants (August 2021 - present) and Reconext, an industry leader in providing reverse logistic solutions to wireless and electronics customers (March 2020 - February 2021). Mr. Fletcher holds a B.S. and Master's degree in Accountancy from the University of Missouri.

Mr. Fletcher brings to the Board extensive experience in SaaS industry operations and finance, including with strategic initiatives to enhance shareholder value.

Nathan “Tripp” Lane, 48, has served as a member of the Board since November 2025. Mr. Lane is the founder of Delancey Cove LLC, a consulting firm, where he has been an advisor, board member and interim manager for companies undergoing turnarounds and restructurings since 2017. Mr. Lane has also served as a director for a number of public and private companies since 2019, including as a non-executive director of Card Factory PLC from 2020-2024, National Cinemedia from 2024-2025, and Benchmark Holdings PLC from 2024-2025. Prior to Delancey Cove, Mr. Lane was an investment professional with BlueMountain Capital Management, LLC, a hedge fund, from 2015 to 2017, and a Principal at Apax Partners, L.P., a global private equity advisory firm, from 2006 to 2015 where he focused on investments in the consumer, retail and media industries. Mr. Lane holds a B.A. from Colgate University, an M.A. from the School of Advanced International Studies (SAIS), Johns Hopkins University, and an M.B.A. from The Wharton School, University of Pennsylvania.

Mr. Lane brings to the Board extensive experience serving as an advisor, board member and interim manager guiding public and private companies through significant corporate transitions and periods of business and operational transformation, and over two decades of business experience with a focus on consumer, retail, media, and technology industries.

Vanessa Pegueros, 61, has served as a member of the Board since December 2022. Ms. Pegueros has served as a Venture Partner at Flying Fish Partners since 2018. Ms. Pegueros brings over three decades of experience and leadership in software, technology and cybersecurity to LivePerson. Most recently, she served as the Chief Trust & Security Officer of Onelogin, Inc., the identity platform for secure, scalable and smart experiences that connect people to technology, from 2019 until 2022. Prior to that, Ms. Pegueros served as Vice President and Chief Information Security Officer of DocuSign, Inc., the world’s leading way to electronically sign and manage contracts, from 2013 until 2019. Ms. Pegueros also previously served as Senior Vice President of Information Security at U.S. Bancorp; Chief Information Security Officer at Expedia Group, Inc.; and First Vice President, Security Assessment Services at Washington Mutual, Inc. Currently, Ms. Pegueros serves on the board of Prisdio Inc., a cloud-based secure digital vault, and as a member of the board, the Nominating and Governance Committee and the Audit Committee of Boeing Employee Credit Union. Previously, Ms. Pegueros served on the public company board of Carbon Black, Inc., an endpoint security company, which was acquired by VMware, Inc. in October 2019. Ms. Pegueros earned an M.B.A. from Stanford Graduate School of Business, an M.S. in Telecommunications from the University of Colorado at Boulder, and a B.S. in Mechanical Engineering from the University of California at Berkeley. She is Directorship Certified through the NACD as well as a certified Qualified Technology Expert through the Digital Directors Network. She also holds GSEC, CRISC, CISM, and CISSP security certifications as well as the Certified Information Privacy Professional Europe (CIPP/E) privacy certification.

Ms. Pegueros brings to the Board extensive senior leadership experience, technological expertise and innovation, and deep knowledge in the areas of governance and organizational management.

John Sabino, 53, has served as our Chief Executive Officer (“CEO”) and as a member of the Board since January 2024. Prior to joining LivePerson, Mr. Sabino served as Chief Customer Officer of VMware, Inc., a cloud computing and virtualization technology company, from October 2021 to January 2024, where he led the company’s 7,000-person global customer success organization. From 2017 to October 2021, Mr. Sabino served as Chief Customer Officer of Splunk Inc., a software company focused on data management and digital system security solutions where he oversaw customer experience for Splunk’s more than 18,000 customers. From March 2015 to April 2017, Mr. Sabino served as Chief Operating Officer of GE Digital (currently known as GE Vernova, Inc.), an industrial software company focused on creating the infrastructure and next generation capabilities for the industrial internet, where he led operations and oversaw strategy, go-to-market, and technology infrastructure. Mr. Sabino started his career as a captain in the United States Army and has held executive roles leading commercial operations and strategic initiatives at General Electric Capital Corporation and NBCUniversal Media LLC. Mr. Sabino earned an M.B.A. from USC’s Marshall School of Business and a B.S. from the United States Military Academy at West Point.

Mr. Sabino brings to the Board a unique perspective on LivePerson's business as well as his strategic vision and operational insights as the Company's CEO. In addition, the Company values Mr. Sabino's SaaS and enterprise software leadership experience and deep familiarity with the technology and digital business industry.

Karin-Joyce (K.J.) Tjon, 64, has served as a member of the Board since November 2024. Ms. Tjon is a seasoned finance and operations leader with over 25 years of executive and board leadership experience including public and private technology and SaaS companies. Ms. Tjon has a proven track record of driving business transformation, and deep expertise in turnaround management as well as complex debt and cost restructuring. Ms. Tjon currently serves on the boards of directors of Solidion Technology, Inc. (NASDAQ:STI), a publicly traded company that develops and supplies technologies for electric vehicles (since 2022), and NPH International, a charitable organization. From July 2018 until May 2020, Ms. Tjon served as Chief Financial Officer of Alorica, Inc., a multi-billion dollar provider of technology-enabled customer service solutions for large enterprises, where she was instrumental in strengthening the company's capital structure, including leading significant debt restructuring initiatives. From February 2017 until August 2017, Ms. Tjon was President and Chief Operating Officer of Scientific Games, Inc. From July 2014 until September 2016, Ms. Tjon served as the Executive Vice President and Chief Financial Officer for Epiq Systems, Inc., a formerly publicly traded provider of technology-enabled solutions for the legal industry. From August 2011 to May 2014, Ms. Tjon served as Chief Financial Officer at Hawker Beechcraft, Inc. From 2002-2011, Ms. Tjon served as Managing Director at Alvarez & Marsal, a leading consulting firm, where her practice focused on business transformation, turnaround management and driving operating performance. Ms. Tjon also previously served on the board of Kaleyra, Inc., a global provider of enterprise mobile and omnichannel communication services from December 2022 through the company's acquisition by Tata Communications in November 2023. Ms. Tjon earned an M.B.A. from Columbia University's Graduate School of Business and a B.S.S. in specialized studies in Organizational Behavior from Ohio University.

Ms. Tjon brings to the Board significant financial, operational and leadership experience as a director, C-Suite executive and corporate advisor for public and private companies, deep expertise in turnaround management as well as complex debt and cost restructuring, along with her demonstrated track record driving operating performance and innovation.

Ryan Vardeman, 48, has served as a member of the Board since October 2025. Mr. Vardeman serves as a principal and co-founder of Palogic Value Management, L.P., a Dallas, Texas based investment management company, a position he has held since January 2007. Mr. Vardeman has extensive corporate strategy, operating, financial and investment experience including capital structure analysis, a focus on small-cap equities, and investing in a broad range of industries with an emphasis on technology and software companies. Mr. Vardeman also served on the board of directors of BSQUARE Corporation from 2018 to 2023, including serving in the role of Chairman of the Compensation Committee, Chairman of the Board and member of the Governance and Nominating Committee, and ITEVAC, Inc. from November 2024 to March 2025. Mr. Vardeman holds a B.S. in Electrical Engineering and Computer Science from Texas Tech University and an M.B.A. from the Owen Graduate School of Management at Vanderbilt University.

Mr. Vardeman brings to the Board extensive experience in finance, corporate strategy, and investment management, including corporate reorganization, with a particular focus on technology and software companies.

William G. Wesemann, 69, has served as a member of the Board since November 2004. Mr. Wesemann brings experience as an executive, board member and investor in various technology companies. Mr. Wesemann has been an independent consultant and an independent investor since 2002 in the software and consumer services industries. In addition to his role as a member of the Board, Mr. Wesemann has served on the board of directors of Aclarion, Inc. (NASDAQ: ACON), a medical SAAS company that listed on Nasdaq in 2022, since 2014 and has served as its Lead Independent Director since 2022. He also serves on the boards of directors of several privately-held companies, including Stationhead, Inc., a social audio company, and Mylio, LLC, a photo management company. From March 2016 until January 2019, Mr. Wesemann was CEO of LARC Networks Inc., a communication, security and privacy technology developer. Earlier in his career, Mr. Wesemann was CEO of NextPage, Inc., a provider of document management systems, CEO of netLens Inc., a peer-to-peer platform for creating distributed applications that was acquired by NextPage, and SVP Worldwide Sales of Genesys Telecommunications Laboratories, Inc., a leader in computer-telephony integration, through a successful IPO. Prior to that, he was EVP Global Sales for NeXT Computer Inc. Mr. Wesemann earned a B.A. degree from Glassboro State College (now called Rowan University).

Mr. Wesemann brings to the Board notable technology, software and sales experience, in addition to extensive CEO, management and board experience at public and private software and technology companies.

Anthony Zingale, 70, has served as a member of the Board since July 2025. Mr. Zingale previously served as Executive Chairman of Jive Software, Inc., a pioneer of social collaboration and communication, from January 2015 until June 2017, where he also served as CEO from January 2010 until December 2014. Prior to Jive Software, Inc., he served as the President and Chief Executive Officer of Mercury Interactive Corporation, a business technology optimization company, from 2004 until its merger with Hewlett Packard at the end of 2006. Prior to Mercury Interactive Corporation, Mr. Zingale served as President and Chief Executive Officer of Clarify, Inc., a customer relationship management company, from 1998 until its acquisition in 2001. Currently, Mr. Zingale serves on the board of directors of ON24, Inc. (NYSE: ONTF), an AI-powered webinar and engagement platform. Mr. Zingale served on the board of directors of Carbon Black, Inc., a public cybersecurity company, from December 2015 to December 2019. Mr. Zingale holds a BS in Electrical and Computer Engineering and a BA in Business Administration from the University of Cincinnati.

Mr. Zingale brings to the Board over two decades of leadership experience in enterprise software, technology optimization and customer relationship management across both public and private companies.

The following is a brief biographical summary of the experience of the executive officers of LivePerson, including their ages as of April 30, 2026.

| Name | Age | Position(s) |
|----------------------------|------------|---|
| John Sabino | 53 | Chief Executive Officer |
| John D. Collins | 44 | Chief Financial Officer and Chief Operating Officer |
| Monica L. Greenberg | 57 | Chief Legal and Administrative Officer |
| Christopher Mina | 42 | Chief Technology & Product Officer |

John Sabino's biography can be found above in this Amendment and is included with the biographies of the other members of the Board. Biographies for our other executive officers are listed below.

John D. Collins has served as our Chief Financial Officer ("CFO") since February 2020 and our Chief Operating Officer ("COO") since January 2024. He also served as our Interim Chief Executive Officer from August 2023 to January 2024. Drawing on his experience as a founder, data scientist, and institutional investor, John brings a modern vision and skillset to his work. As CFO, he has played a critical role in driving LivePerson's corporate strategy and business development efforts, including successfully executing M&A, divestiture, and capital markets transactions. Mr. Collins joined LivePerson in September 2019 to lead the development of automations and machine learning to support strategic decision making and predictive analytics as SVP of Quantitative Strategy. In 2013, Mr. Collins co-founded Thasos, a New York City-based predictive intelligence company powering large-scale equity trading platforms. Mr. Collins served in various capacities at Thasos, including, most recently, as an Advisory Board Member, as its Chief Product Officer (2016 - 2019) and as its Portfolio Manager (2013 - 2016). Prior to that, Mr. Collins held roles in the financial services industry, including regulating financial firms at the NYSE, and structuring transactions in leveraged finance at Credit Suisse. Mr. Collins earned his J.D. from Chicago-Kent College of Law at Illinois Institute of Technology, his M.B.A. from the Massachusetts Institute of Technology, and his B.S. from the University of Central Florida.

Monica L. Greenberg has served as our Chief Legal and Administrative Officer since September 2025, our Executive Vice President, Policy, General Counsel and Head of People from August 2023 to September 2025, our Executive Vice President, Policy and General Counsel from April 2019 to August 2023 (concurrently serving as Head of People Operations from January 2020 to December 2020), our Executive Vice President, Corporate Development, Strategic Alliances and General Counsel from December 2017 to April 2019, our Executive Vice President, Business Affairs and General Counsel from February 2014 to December 2017 and our Senior Vice President, Business Affairs and General Counsel from November 2006 to February 2014. From May 2004 until October 2006, Ms. Greenberg was an

independent consultant. From April 2000 until April 2004, Ms. Greenberg served as Vice President, General Counsel and Senior Corporate Counsel of Nuance Communications, Inc. Previously, from January 1999 to March 2000, Ms. Greenberg was the principal of a small business. From July 1996 to December 1998, Ms. Greenberg was associated with the law firm of Wilson Sonsini Goodrich & Rosati in Palo Alto, California. From September 1994 to July 1996, Ms. Greenberg was associated with the law firm of Willkie Farr & Gallagher in New York, New York. Ms. Greenberg earned her J.D. from Boston University School of Law, where she was a member of the *Boston University Law Review*, and a B.A. from the University of Pennsylvania.

Christopher Mina has served as our Chief Technology & Product Officer since January 2025 and previously served as our VP of Engineering from April 2021 to September 2022. Mr. Mina leads LivePerson's product, engineering, and AI organization, guiding the company's product strategy and operational excellence. With an extensive background leading global enterprise brands through technical and product transformations at scale in the SaaS, CCaaS, and Conversational AI, Mr. Mina is uniquely qualified to drive LivePerson's technology forward and deliver high-quality, reliable, and trusted enterprise software for LivePerson's customers.

Mr. Mina comes to LivePerson from Vonage, where he guided product, business strategy, and execution for the Global Apps business, which included UCaaS, CCaaS, and Conversational AI. Before that, Mina was Head of Voice and VP of Product and Engineering at LivePerson where he led LivePerson's voice initiatives, including the acquisition of Tenfold, Voicebase, AI Foundation, and delivered Voice AI. Prior to that, he held leadership roles at RingCentral and several startups.

Mr. Mina is based in Saratoga Springs, NY, and earned a BS in Biomedical Engineering from Lehigh University.

Audit Committee

The Audit Committee appoints our independent registered public accounting firm, reviews the plan for and the results of the independent audit, approves the fees of our independent registered public accounting firm, reviews with management and the independent registered public accounting firm our quarterly and annual financial statements and our internal accounting, financial and disclosure controls, reviews and approves transactions between LivePerson and its officers, directors and affiliates, oversees whistleblower procedures, and performs other duties and responsibilities as set forth in a charter approved by the Board. The charter of the Audit Committee is available at <https://ir.liveperson.com/corporate-governance/governance-overview>. Each member of the Audit Committee is independent, as "independence" is defined for purposes of Audit Committee membership by the listing standards of Nasdaq and the applicable rules and regulations of the SEC. The Audit Committee held four meetings during the 2025 Fiscal Year. *The Company's website address provided above is not intended to function as a hyperlink, and the information on the Company's website is not and should not be considered part of this Amendment and is not incorporated by reference herein.*

The members of the Audit Committee of our Board during the 2025 Fiscal Year were Ms. Tjon (Chair), Mr. Fletcher, Ms. Jill Layfield (prior to her resignation from the Board), Mr. Miller (following Ms. Layfield's departure) and Mr. Wesemann. On January 22, 2026, the Board appointed Mr. Lane to serve on the Audit Committee as well.

The Board has determined that each member of the Audit Committee is able to read and understand fundamental financial statements, including LivePerson's balance sheet, income statement and cash flow statement, as required by Nasdaq rules. In addition, the Board has determined that Ms. Tjon satisfies the Nasdaq rule requiring that at least one member of our Board's Audit Committee have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the member's financial sophistication, including being, or having been, a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Board has also determined that Ms. Tjon is the Audit Committee's "audit committee financial expert" as defined by the SEC.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

The Company monitors developments in the area of corporate governance and routinely reviews its processes and procedures in light of such developments and in response to investor feedback. Accordingly, the Company reviews federal laws affecting corporate governance as well as various rules promulgated by the SEC and Nasdaq. The Company believes that it has procedures and practices in place which are designed to enhance and protect the interests of its stockholders.

The Board has adopted Corporate Governance Guidelines that address items such as the qualifications and responsibilities of our directors and director candidates, corporate governance policies, and standards applicable to us in general. In addition, the Board has adopted a Code of Conduct applicable to all of our employees, including our executive officers, and our non-employee directors, as well as a Code of Ethics for the Chief Executive Officer and Senior Financial Officers. The Code of Conduct and Code of Ethics can be found at <https://ir.liveperson.com/corporate-governance/governance-overview>. Disclosures of any amendments to, or waivers under, the Code of Ethics for the Chief Executive Officer and Senior Financial Officers will be made on our website, www.liveperson.com.

The charters of our Board's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, and LivePerson's current Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, can be accessed at <https://ir.liveperson.com/corporate-governance/governance-overview>. Copies may also be obtained at no charge by writing to LivePerson, Inc., 530 7th Avenue, Floor M1, New York, New York 10018, Attention: Investor Relations.

The Company's website addresses provided above are not intended to function as hyperlinks, and the information on the Company's website is not and should not be considered part of this Amendment and is not incorporated by reference herein.

Item 11. Executive Compensation

As a smaller reporting company, the Company has opted to comply with the SEC's executive compensation disclosure rules applicable to "smaller reporting companies," as such term is defined under the Securities Act of 1933, as amended. Those rules require compensation disclosure only for the Company's principal executive officer and its next two most highly compensated executive officers (other than the principal executive officer) who were serving as an executive officer at the end of 2025.

The tabular disclosure and discussion that follow describe the Company's executive compensation program during the fiscal years ended December 31, 2025 and 2024 with respect to the Company's named executive officers for 2025:

- John Sabino, our CEO;
- John D. Collins, our COO and CFO, and former Interim CEO; and
- Christopher Mina, our Chief Technology & Product Officer.

2025 Summary Compensation Table

The following table sets forth the compensation earned for all services rendered to the Company in all capacities in each of the last two fiscal years, by our NEOs. Following the table is a discussion of material factors related to the information disclosed in the table.

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) ⁽¹⁾ | Stock Awards (\$) ⁽²⁾ | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) ⁽³⁾ | All Other Compensation (\$) ⁽⁴⁾ | Total (\$) |
|--|------|-------------|---------------------------|----------------------------------|--------------------|--|--|------------|
| John Sabino Chief Executive Officer | 2025 | 550,000 | — | 280,800 | — | 176,000 | 32,237 | 1,039,037 |
| | 2024 | 535,545 | — | 3,421,936 | 169,000 | 165,000 | 27,798 | 4,319,279 |
| John D. Collins Chief Financial Officer and Chief Operating Officer | 2025 | 525,000 | 50,000 | 863,956 | — | 109,200 | 40,558 | 1,588,714 |
| | 2024 | 525,000 | 575,000 | 890,400 | — | 97,125 | 40,334 | 2,127,859 |
| Christopher Mina Chief Technology and Product Officer | 2025 | 437,500 | — | 1,023,379 | — | 71,000 | 128,491 | 1,660,370 |

(1) Represents the second payment of a \$100,000 retention bonus awarded to Mr. Collins in September 2024. The second payment vested on June 15, 2025.

(2) The amounts reported in the "Stock Awards" column represent the grant date fair value of RSU awards granted to our NEOs in 2025 computed in accordance with Financial Accounting Standards Board's Accounting Standards Codification Topic 718, or ASC Topic 718, and in accordance with SEC rules. Details and assumptions used in calculating the grant date fair value of the RSU awards may be found in Note 11 of the Company's consolidated financial statements contained in our Annual Report on Form 10-K for the 2025 Fiscal Year, as filed with the SEC. The amounts included in this column reflect the Company's accounting expense and do not correspond to the actual value that will be realized, and there is no assurance that these grant date fair values will ever be realized. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

- (3) Represents the performance-based, annual incentive bonuses in respect of 2025 performance, as described in the section of this Amendment titled “Narrative Disclosure to 2025 Summary Compensation Table - Annual Incentive Compensation” below.
- (4) Amounts reported include: (i) \$720, \$720 and \$630 for Mr. Sabino, Mr. Collins, and Mr. Mina, respectively, for premiums for term life insurance, (ii) \$9,750, \$14,000, and \$14,000 for Mr. Sabino, Mr. Collins, and Mr. Mina, respectively, for matching contributions to our 401(k) plan, (iii) \$21,857, \$25,838, and \$25,838 for Mr. Sabino, Mr. Collins, and Mr. Mina, respectively, for health, dental, vision and disability insurance, and (iv) for Mr. Mina, \$50,000 for relocation expenses and \$38,023 in relocation-related tax assistance.

Narrative Disclosure to 2025 Summary Compensation Table

Elements of 2025 Compensation

The philosophy underlying our executive compensation program is to employ and retain the best leaders in our industry to ensure we execute on our business goals, to reward both individual and company performance in order to promote growth and profitability, and to effectively create long-term stockholder value. In order to achieve our compensation objectives and to support our strategy and compensation philosophy, our compensation program for the 2025 Fiscal Year was designed to include the principal pay elements described further below. In accordance with our executive compensation philosophy, a significant portion of our NEOs’ target pay is incentive-based, and therefore is considered “at-risk.” This approach directly aligns each NEO’s interests with those of our stockholders during periods of both share price growth and share price pressure. Based on the elements of compensation described in the narrative below, approximately 40% of Mr. Sabino’s 2025 annual compensation opportunity (assuming target performance) stems from “fixed” pay elements (i.e., base salary) while 60% is connected to a form of “at-risk” compensation (i.e., target annual bonus and equity compensation).

Base Salaries

The Compensation Committee believes that our executive base salaries should reflect competitive levels of pay and factors unique to each executive such as experience and breadth of responsibilities, performance, individual skill set, time in the role and internal pay parity. Base salaries are initially set forth in our NEO’s executive’s employment agreement or offer letter, and reviewed periodically. Salary adjustments, if any, for the NEOs are approved by the Compensation Committee. The annual base salaries for Mr. Sabino and Mr. Collins were not adjusted in 2025. Mr. Mina’s base salary of \$425,000 was increased, as of October 15, 2025, to \$500,000 in consideration of competitive market data and in response to Mr. Mina’s performance since the commencement of his employment.

Annual Incentive Compensation

Our NEOs are provided the opportunity to earn a performance-based annual bonus. The annual bonus plan is designed to provide awards to such individuals as an incentive to contribute to and reward achievement against pre-established financial-based metrics. The Compensation Committee annually selects specific performance metrics to motivate performance that enhances and supports our strategic corporate objectives consistent with our annual operating plan.

Target annual bonus opportunities are expressed as a percentage of annual base salary and were established by the Compensation Committee in consideration of the NEO’s level of responsibility and his or her ability to impact overall results. The Compensation Committee also periodically considers competitive market analysis prepared by Compensia in setting target bonus amounts.

For the 2025 Fiscal Year, the target annual bonus opportunities for our NEOs are set forth in the table below, expressed both as a percentage of base salary and as a dollar amount. The target annual bonus opportunity percentages were

unchanged from the prior year for Mr. Sabino and Mr. Collins, and set at 50% of base salary for Mr. Mina as part of his hiring.

| NEO | Target Bonus as a % of Salary | Target Bonus (\$) |
|-------------------------|----------------------------------|----------------------|
| John Sabino | 100% | 550,000 |
| John D. Collins | 65% | 341,250 |
| Christopher Mina | 50% | 221,875 (1) |

(1) Target bonus amount reflects salary adjustment in October 2025.

Annual bonus payouts for the 2025 calendar year were based on the level of achievement of the performance goals established by the Compensation Committee in consultation with our CEO and CFO, which level of performance was applied to the aggregate funding pool established by the Compensation Committee at the beginning of 2025 and then allocated to all eligible annual bonus participants. In designing the 2025 annual bonus program, the Compensation Committee sought to align the goals with investor interests, choosing B2B Recurring Revenue (weighted 30%), B2B New Annual Recurring Revenue (weighted 30%) and B2B Core Free Cash Flow (weighted 40%) as the relevant operational and financial performance metrics since success across those measures drives business operations and are key to positively impacting shareholder value. Corporate achievement at or between the approved threshold and target achievement levels of each goal resulted in funding the aggregate bonus pool based on a pre-determined scale set by the Compensation Committee. Following the end of the fiscal year, the Compensation Committee assessed performance against the established targets to have been achieved at 40%. The Compensation Committee, in consultation with management and in consideration of fiscal management goals and prior year performance, had approved, at the beginning of 2025, a reduced bonus pool target funding level, with Committee discretion to increase the available pool based on actual Company performance. The final payout percentage approved by the Committee for the 2025 fiscal year, based on Company performance together with the predetermined bonus pool funding level and the allocations across all annual bonus plan participants, resulted in participant payouts of approximately 32% of each participant's target bonus opportunity.

The table below summarizes the performance metrics, weightings, goals and achievement levels with respect to the 2025 annual bonus program:

| Goal | Weighting | Goals Threshold / Target (in millions of \$) | Achievement Level (in millions of \$) | Pool Funding Level |
|--|-----------|--|---|--------------------|
| 2025 B2B Recurring Revenue ⁽¹⁾ | 30% | 235.66 / 244 | Below threshold | — |
| 2025 B2B New Annual Recurring Revenue ⁽²⁾ | 30% | (15.3) / 0 | Below threshold | — |
| 2025 B2B Free Cash Flow ⁽³⁾ | 40% | (20.4) / (15) | (15) | 40% |

(1) "2025 B2B Recurring Revenue" means aggregate 2025 Fiscal Year recurring software revenue and recurring professional services revenue.

(2) "2025 B2B New Annual Recurring Revenue" means annual new recurring software revenue and annual new recurring professional services revenue, net of churn, in the 2025 Fiscal Year.

(3) "2025 B2B Free Cash Flow" means Adjusted EBITDA less capitalized software and other capital purchases in the 2025 Fiscal Year. "Adjusted EBITDA" means net loss, before provision for (benefit from) income taxes, interest income (expense), net, other income (expense), net, depreciation and amortization, stock-based compensation, restructuring costs, transaction-based acquisition costs, contingent earn-out adjustments and other non-cash charges.

The Compensation Committee has the authority to, but did not revise any NEO bonus amounts in respect of 2025 based on individual performance or performance measured against any strategic objectives, and, therefore, the annual bonus amounts for those bonus-eligible NEOs reflect the Company's performance against the metrics described above as

applied to the final determined aggregate bonus pool. The table below sets forth the earned bonus amounts for each NEO for 2025, which were paid in cash:

| NEO | Earned Bonus (\$) | Earned Bonus (as a % of Target) |
|------------------|-------------------|---------------------------------|
| John Sabino | 176,000 | 32% |
| John D. Collins | 109,200 | 32% |
| Christopher Mina | 71,000 | 32% |

Equity-Based Awards

Equity-based awards are an important element for aligning the long-term financial interests of our NEOs and our stockholders. The Compensation Committee may grant equity-based awards under the Company's Amended and Restated 2019 Stock Incentive Plan (the "2019 Stock Incentive Plan"), or the Company's Amended and Restated Inducement Plan (as defined below), in the case of new-hire awards) in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and other equity-based awards.

For equity awards granted in the 2025 Fiscal Year, the Compensation Committee considered multiple factors, including (i) retention of key personnel across the employee base to maintain institutional knowledge and execute on operational goals; (ii) share pool constraints in the 2019 Stock Incentive Plan, (iii) the potential dilutive effects of equity awards upon vesting or exercise, (iv) the desire to provide market-competitive equity awards to employees based , in part on the status and retention value of awards previously granted to an employee, (v) the performance of the Company's stock price, (vi) competitive market analysis performed by Compensia, and (vii) the recommendations of the CEO (except with respect to his own equity compensation).

In consideration of the foregoing, (i) in May 2025 and September 2025, the Compensation Committee awarded grants of RSUs to Mr. Collins in respect of 19,711 and 46,955 shares, respectively, each of which vest on the first anniversary of the date of grant; and (ii) in December 2025, the Compensation Committee awarded RSUs to Mr. Sabino in respect of 60,000 shares, 35% of which vest on September 15, 2026 and 65% of which vest on September 15, 2027. In addition, Mr. Mina received a sign-on equity award as an inducement to his accepting an offer of employment as the Company's Chief Technology and Product Officer, effective as of January 1, 2025, consisting of 33,333 RSUs that vest on the first two anniversaries of the date of grant. The number of shares above subject to the grants in 2025, as described above, are in each instance being reported on a post-reverse split basis to reflect the 1 to 15 share reverse split of the Company's shares that occurred on October 15, 2025.

The Role of Compensation Consultant, Competitive Pay Positioning and 2025 Benchmarking

The Compensation Committee, composed of independent, non-employee members of the Board, oversees the executive compensation program for our NEOs and determines NEO pay levels. The Compensation Committee works closely with an independent compensation consultant, Compensia, to design, review and evaluate compensation programs and pay mix for our NEOs. The Committee also seeks the input of management to examine the effectiveness of the Company's executive compensation program throughout the year. The Compensation Committee reviews executive compensation and market and peer compensation data periodically, in conjunction with annual operational and financial planning for the current fiscal year and as needed for specific executive compensation issues that may arise at other times. The Compensation Committee makes final determinations regarding compensation for the CEO and our other executive officers in its sole discretion.

In determining the pay levels, the Compensation Committee considers all forms of compensation and benefits. As part of the compensation-setting process for the 2025 Fiscal Year, the Compensation Committee reviewed market data developed by Compensia covering peer and broader tech company practices sourced from SEC filings and broader market surveys to evaluate compensation levels and practices for the NEOs. After consideration of the data collected on

external competitive levels of compensation and internal relationships within the executive group, the Compensation Committee reviewed and approved the 2025 Fiscal Year target total compensation opportunities for executives based on the need to attract, motivate and retain an experienced and effective management team.

Pay levels for each of our NEOs are determined based on a number of factors, including the individual's roles and responsibilities within the Company, the individual's experience and expertise, the pay levels for peers within the Company, pay levels in the broader technology company marketplace for similar positions, performance of the individual and the Company as a whole, and the Company's overall cash and equity compensation budgets.

As noted above, notwithstanding the Company's overall pay positioning objectives, pay opportunities for specific individuals vary based on several factors such as scope of duties, tenure, institutional knowledge and/or difficulty in recruiting a new executive. Given that a significant portion of our compensation consists of variable, at-risk elements, actual total compensation in a given year will vary above or below the target compensation levels based primarily on the attainment of operational and financial goals and the creation of stockholder value. For purposes of setting compensation for the 2025 Fiscal Year, the Compensation Committee utilized a compensation peer group consisting of the companies listed below. The 2025 Fiscal Year peer group was updated from the peer group utilized for compensation determinations in the prior year. In developing an appropriate comparator group, the following criteria served as key drivers: public company status, U.S.-based headquarters, industry (inclusive of business scope and business mix), size (market capitalization and revenue), and number of employees. In addition, the Compensation Committee considered whether potential peer group members were identified as labor market competitors of ours as well as included in the peer group identified by Institutional Shareholder Services. The Compensation Committee works with Compensia periodically to determine if any adjustments to the peer group are appropriate.

| | | |
|--|---------------|--------------------------------|
| Amplitude, Inc. | 8x8, Inc. | Porch Group, Inc. |
| Bandwith, Inc. | Fastly, Inc. | PROS Holdings Inc. |
| Cerence, Inc. | Model N, Inc. | Rimini Street, inc. |
| Commerce.com, Inc. (f/k/a Big Commerce Holdings, Inc.) | Olo Inc. | Synchronoss Technologies, Inc. |
| Consensus Cloud Solutions, Inc. | ON24 inc | Upland Software, Inc. |
| Digital Turbine, Inc. | OneSpan Inc. | Yext, Inc. |
| Domo, Inc. | Ooma Inc. | Zuora Inc. |

Health and Welfare Benefits

We do not offer special perquisites to our NEOs. The Company's executive compensation program includes standard benefits that are also offered to all employees. These benefits include participation in the Company's 401(k) plan, including Company matching contributions, and Company-paid medical benefits and life insurance coverage. The Company annually reviews these benefits and makes adjustments as warranted based on competitive practices, the Company's performance and the individual's responsibilities and performance. The Company's 401(k) plan is a safe harbor plan and, in accordance with IRS rules, the Company matches 100% of the first 3% of eligible compensation and 50% of the next 2% of eligible compensation, subject to IRS limitations.

Additional Narrative Disclosure

In 2015, the Compensation Committee adopted the Deferred Compensation Plan. Certain key employees of the Company, including our NEOs and members of our Board, are eligible to participate in the Deferred Compensation Plan and generally may elect to defer the receipt of a portion of their base salary, bonus and/or directors' fees. Distribution may occur upon the following events, depending upon the participant's deferral election: a specified time, a separation from service, death, disability, change in control or financial hardship that arises in connection with an unforeseeable emergency. To date, none of our current NEOs have elected to make any deferrals under the Deferred Compensation Plan. The Company may make discretionary or matching contributions to the Deferred Compensation Plan, which may or may not be subject to vesting, but has not done so to date.

Employment Agreements for our Named Executive Officers

John Sabino, our CEO, became our CEO on January 10, 2024. Prior to the commencement of his employment, we entered into an employment agreement with Mr. Sabino setting forth the terms and conditions of his service as our CEO. Mr. Sabino's employment agreement provides that he will receive an annual base salary of \$550,000, and he will be eligible to receive an annual bonus, with a target bonus opportunity of 100% of his base salary. In connection with his commencement of employment, Mr. Sabino received inducement awards, including: (i) two RSU awards, one with a target grant date value of \$1,200,000 that will vest in two equal installments on the first two anniversaries of the date of grant, and the second with a target grant date value of \$4,000,000 that will vest as to 25% of the number of RSUs on the first anniversary of the date of grant and then in 12 substantially equal quarterly installments, and (ii) the Sign-on Option, which is a stock option to acquire 66,666 (reflecting adjustment in light of the reverse stock split) shares of the Company's common stock that will vest and become exercisable upon satisfaction of certain performance-based and time-based vesting conditions. The Sign-on Option's performance-based vesting conditions provide that 50% of the Sign-on Option will be eligible to vest and become exercisable if, within the first three years following the date of grant, the average closing share price of the Company's common stock reaches \$120.00 (reflecting adjustment in light of the reverse stock split) on a rolling 30-day trading basis, and the remaining 50% of the Sign-on Option will be eligible to vest and become exercisable if, within the first four years following the date of grant, the average closing share price of the Company's common stock reaches \$195.00 (reflecting adjustment in light of the reverse stock split) on a rolling 30-day trading basis. In addition, to the extent that the performance-based vesting conditions are met, 50% of the Sign-on Option will vest and become exercisable on the second anniversary of the date of grant, and the remaining portion of the Sign-on Option will vest and become exercisable in 24 substantially equal monthly installments following the second anniversary of the date of grant. Mr. Sabino's employment agreement provides for certain payments upon termination. Please refer to the section of this Amendment titled "*Potential Payments Upon Termination or Change in Control*" below for a description of those termination payments.

John D. Collins, our COO and CFO, and former Interim CEO, is party to an employment agreement with us, dated as of August 9, 2022 and amended effective May 1, 2024, which covers the terms and conditions of Mr. Collins' employment including his eligibility to participate in the Company's annual bonus plan as it exists from time to time under terms comparable to other employees of similar role and responsibility, and standard Company employee benefits, including vacation, in accordance with the terms of those programs in effect from time to time. Mr. Collins' employment agreement provides for certain payments upon termination. Please refer to the section of this Amendment titled "*Potential Payments Upon Termination or Change in Control*" below for a description of those termination payments.

Christopher Mina, our Chief Technology and Product Officer, is party to an employment agreement with us, dated as of November 27, 2024, and amended as of October 23, 2025, which covers the terms and conditions of Mr. Mina's employment including his eligibility to participate in the Company's annual bonus plan as it exists from time to time under terms comparable to other employees of similar role and responsibility, and standard Company employee benefits, including vacation, in accordance with the terms of those programs in effect from time to time. In connection with his hiring, Mr. Mina was entitled to payment or reimbursement by the Company of certain relocation and related tax planning expenses related to Mr. Mina's relocation from abroad, subject to applicable taxes. The relocation-related payments are subject to repayment by Mr. Mina if he were to voluntarily terminate his employment within two years of his relocation. In addition, as part of the amendment of Mr. Mina's employment agreement, Mr. Mina became eligible for a \$250,000 transaction-based retention bonus that becomes vested and payable, subject to applicable tax, upon the closing of a change of control of the Company occurring within two years of the date of the amendment. Mr. Mina's employment agreement, as amended, also provides for certain payments upon termination. Please refer to the section of this Amendment titled "*Potential Payments Upon Termination or Change in Control*" below for a description of those termination payments.

Outstanding Equity Awards at End of 2025 Fiscal Year

The following table sets forth information concerning outstanding equity awards held by each of the NEOs as of the end of the 2025 Fiscal Year. In the table below, all share numbers and exercise prices, as applicable, in respect of awards that were outstanding as of October 13, 2025 reflect adjustments made in light of the 1 to 15 reverse-stock split of the Company's shares that occurred on that date. Any awards granted after that date are included based on the actual number of shares granted (on a post-reverse split basis).

| | Vesting Commencement Date | Option Awards | | | | Stock Awards | | | |
|------------------|---------------------------|---|--|----------------------------|------------------------|---|--|---|--|
| | | Number of Securities Underlying Unexercised Options Exercisable (#) | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (1) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) (2) | Market Value of Shares or Units of Stock That Have Not Vested (\$) (3) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (4) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) (3) |
| John Sabino | 3/15/2024 | — | 66,666 | 15.30 | 3/15/2034 | — | — | — | — |
| | 3/15/2024 | — | — | — | — | 122,581 | 474,388 | — | — |
| | 12/1/2025 | — | — | — | — | 60,000 | 232,200 | — | — |
| John D. Collins | 10/29/2019 | 1,854 | — | 609.15 | 10/29/2029 | — | — | — | — |
| | 4/16/2020 | 2,474 | — | 410.85 | 5/15/2030 | — | — | — | — |
| | 4/9/2021 | 1,932 | — | 776.10 | 5/7/2031 | — | — | — | — |
| | 7/27/2022 | — | — | — | — | 2,905 | 11,242 | — | — |
| | 7/27/2022 | — | — | — | — | — | — | 1,851 | 7,163 |
| | 5/15/2025 | — | — | — | — | 19,711 | 76,282 | — | — |
| | 9/15/2025 | — | — | — | — | 46,955 | 181,716 | — | — |
| Christopher Mina | 1/15/2025 | — | — | — | — | 33,333 | 128,999 | — | — |
| | 9/15/2025 | — | — | — | — | 26,333 | 101,909 | — | — |

(1) In connection with his hiring, Mr. Sabino was granted a stock option to acquire 1,000,000 shares (66,666 shares on a post-reverse split basis) of the Company's common stock that will vest upon satisfaction of certain performance-based and time-based vesting conditions as further described above in the section of this Amendment titled "Narrative Disclosure to Summary Compensation Table – Employment Agreements for our Named Executive Officers."

(2) For RSU awards granted prior to 2024, the total original number of shares subject to each RSU award listed in this column vests over four years, with 25% of the units vesting on the first anniversary of the vesting commencement date and the balance vesting in equal annual installments on each anniversary thereof. For RSU awards granted in 2024 and 2025 to Mr. Collins and Ms. Greenberg, the total original number of shares subject to each RSU listed in this column become vested in full upon the first anniversary of the vesting commencement date. For Mr. Sabino, 774,194 shares (51,612 shares on a post-reverse split basis) of the original number of shares subject to his RSU awards vest in two equal installments on the first two anniversaries of the grant date (i.e., March 15, 2025 and March 15, 2026), and 2,580,645 (172,043 on a post-reverse split basis) of the original number of shares subject to his RSU award vest as to 25% of the award on the first anniversary of the grant date and then in 12 substantially equal quarterly installments thereafter. Mr. Sabino's 2025 RSU award vests as to 35% of the number of shares originally granted on September 15, 2026, and 65% of the number of shares originally granted on September 15, 2027. For all outstanding RSU awards, vesting is subject to the executive's continued employment through the vesting date, except as may be provided in their individual employment agreements.

(3) The market value of RSUs is based on the closing market price of the Company's common stock on December 31, 2025 of \$3.87 per share.

- (4) Amounts reported in this column represent performance-vesting restricted stock units (“PRSUs”) granted in 2022 which were earned and vested based on the achievement of certain company performance goals, including the Company’s revenue and adjusted EBITDA achievement and relative total shareholder return (“TSR”) performance, over a three-year performance period that ended in July 2025. The final number of PRSUs as shown were deemed earned following the end of the performance period on July 27, 2025.

Potential Payments Upon Termination or Change in Control

The following narrative disclosure describes the additional compensation that would have become payable to certain of our NEOs in connection with an involuntary termination of their employment or a change in control of the Company pursuant to the agreements entered into with our NEOs and the terms of their outstanding equity awards.

John Sabino

If Mr. Sabino is terminated by us without Cause or if he resigns for Good Reason (as such terms are defined in his employment agreement), then, subject to his execution of a general release of claims in favor of the Company, he will be entitled to the following severance: (i) continued payment of his base salary for 18 months, (ii) an amount equal to Mr. Sabino’s target annual bonus opportunity for the year of termination, which will be prorated based on the number of days worked during the year of termination, unless the relevant termination event occurs within the three months prior to or during the 12 months following a Change in Control (in which case, the amount will not be prorated), (iii) if the prior year’s annual bonus has been earned but not yet paid at the time of termination, payout of the annual bonus amount that would have been paid in the normal course had the termination of employment not occurred, (iv) reimbursement for the differential cost of continuation of his then-current health insurance benefits for Mr. Sabino and his covered dependents under COBRA (provided Mr. Sabino timely elects COBRA) for a period of 18 months, and (v) if the relevant termination event occurs during the three months prior to or during the 12 months following a Change in Control, (A) all time-based equity awards outstanding as of the date of termination (including the Sign-on Awards, but excluding the Sign-on Option) will fully vest, and (B) the treatment of any performance-based equity awards will be determined in accordance with the terms of the applicable award’s grant agreement. In the case of the Sign-on Option, (x) any remaining time-based vesting conditions will be accelerated and deemed immediately satisfied for the portion of the award, if any, for which the performance-based vesting conditions were met prior to the Change in Control, (y) 50% of the performance-based vesting conditions will be deemed satisfied if the Change in Control per share transaction price is at least \$120.00 per share, and any remaining time-based vesting conditions will accelerate for that portion of the Sign-on Option, and (z) 100% of the performance-based vesting conditions will be deemed satisfied if the Change in Control per share transaction price is at least \$195.00 per share, and any remaining time-based vesting conditions will accelerate for that portion of the Sign-on Option. If neither of the performance-based vesting hurdles are met in the Change in Control transaction, the unvested portion of the Sign-on Option will be forfeited and cancelled for no consideration at the time of the Change in Control.

In the event of Mr. Sabino’s termination as a result of his death or, subject to execution of a general release of claims in favor of the Company, his Disability (as such term is defined in his employment agreement), the Company will pay to Mr. Sabino or his heirs, as applicable, an amount equal to the prior year’s annual bonus that had been earned but not yet paid at the time of Mr. Sabino’s death or Disability. In addition, Mr. Sabino or his heirs, as applicable, will be entitled to Company-paid health insurance continuation coverage, less the amount payable by an active employee for such coverage, for a period of 18 months. To the extent that any stock options held by Mr. Sabino are vested at the time of his death or Disability, those vested stock options will remain exercisable until the earlier of 12 months and the original expiration date of the stock option.

John D. Collins

If Mr. Collins is terminated by us without Cause (as defined in his employment agreement), subject to his execution of a general release of claims in favor of the Company, he will be entitled to the following severance: (i) continued payment of his base salary for six months, (ii) reimbursement for the differential cost of continuation of his then-current health

insurance benefits under COBRA (provided Mr. Collins timely elects COBRA) for a period of six months, and (iii) any earned, but unpaid, annual bonus for a prior completed fiscal year.

In addition, if Mr. Collins' employment is terminated by us without Cause or by Mr. Collins for Good Reason (as defined in his employment agreement), in either case, within the three-month period immediately prior to or the 12-month period immediately following a Change of Control (as defined in his employment agreement), then, subject to his execution of a general release of claims in favor of the Company, he will be entitled to the following severance: (i) continued payment of his base salary for 12 months, (ii) reimbursement for the differential cost of continuation of his then-current health insurance benefits under COBRA (provided Mr. Collins timely elects COBRA) for a period of 12 months, (iii) a bonus payment equal to his target bonus for the prior completed fiscal year (if not yet paid), (iv) a bonus payment equal to his target bonus prorated for the number of months Mr. Collins was employed during the then-current fiscal year prior to termination, (v) immediate vesting, as of the termination date, of any outstanding unvested options and any other unvested equity awards held by Mr. Collins at the time of termination, and (vi) any vested options will remain exercisable until the earlier of 90 days following his termination and the original expiration date of the applicable option.

Christopher Mina

If Mr. Mina is terminated by us without Cause (as defined in his employment agreement), subject to his execution of a general release of claims in favor of the Company, he will be entitled to the following severance: (i) continued payment of his base salary for six months, (ii) reimbursement for the differential cost of continuation of his then-current health insurance benefits under COBRA (provided Mr. Mina timely elects COBRA) for a period of six months, and (iii) any earned, but unpaid, annual bonus for a prior completed fiscal year.

In addition, if Mr. Mina's employment is terminated by us without Cause or by Mr. Mina for Good Reason (as defined in his employment agreement), in either case, within the three-month period immediately prior to or the 12-month period immediately following a Change of Control (as defined in his employment agreement), then, subject to his execution of a general release of claims in favor of the Company, he will be entitled to the following severance: (i) continued payment of his base salary for 6 months, (ii) reimbursement for the differential cost of continuation of his then-current health insurance benefits under COBRA (provided Mr. Mina timely elects COBRA) for a period of 6 months, (iii) a bonus payment equal to his target bonus for the prior completed fiscal year (if not yet paid), (iv) immediate vesting, as of the termination date, of any outstanding unvested options and any other unvested equity awards held by Mr. Mina at the time of termination, and (v) any vested options will remain exercisable until the earlier of 90 days following his termination and the original expiration date of the applicable option.

Other Compensation Practices, Policies and Guidelines

Stock Ownership

We strongly encourage our executives and non-employee directors to hold an equity interest in our Company, and, accordingly, maintain formal executive stock ownership guidelines. Under these guidelines, each of our executive officers and non-employee directors is required to build and maintain their share ownership to the levels listed below within a period of five years from the adoption of the policy (April 2022), or the start of their service in a covered role, if later:

- CEO: 5x current base salary.
- Other NEOs: 2x current base salary.
- Non-employee directors: 5x annual cash retainer.

Shares owned outright (including shares from vested RSUs and PRSUs) count toward the ownership goals, while shares associated with unvested RSUs, PRSUs and unexercised stock options do not count toward compliance with the guidelines. Compliance with the guidelines will be measured prior to the first required measurement date in 2027.

We believe that our stock ownership policy will contribute to the retention of shares from vested RSUs and PRSUs by our executive officers and non-employee directors. In the event that the ownership goals are not achieved within the applicable five-year compliance period, the non-employee directors and executive officers would be required to hold all net shares issued upon exercise of stock options or settlement of RSUs and PRSUs (in each case, after payment of any applicable withholding tax obligations) until the guidelines are met.

Compensation Recovery Policy

We maintain an amended and restated omnibus clawback policy (the “Clawback Policy”), effective as of October 2, 2023, which revised the prior clawback policy in order to comply with Exchange Act Rule 10D-1 and the applicable Nasdaq listing standards. Pursuant to the Clawback Policy, in the event of an “accounting restatement” (as defined in the Clawback Policy), our “covered executives” (as defined in the Clawback Policy), including our NEOs, must reimburse us for any “erroneously awarded compensation” (as defined in the Clawback Policy). Erroneously awarded compensation includes the amount of incentive compensation received by a covered executive during the three fiscal years preceding the date we are required to prepare an accounting restatement based on our achievement of “financial reporting measures” (as defined in the Clawback Policy) in excess of the amount that the covered executive would have received based on the restated financial reporting measures. The Compensation Committee has the authority to interpret and make all determinations under the Clawback Policy.

Prohibition Against Hedging and Certain Equity Transactions

Our Insider Trading and Disclosure Policy (the “Insider Trading Policy”) prohibits those officers subject to Section 16 reporting from engaging in hedging or derivative transactions, such as “cashless” collars, forward contracts, equity swaps or other similar or related transactions. In addition, all officers and employees of the Company and all the members of our Board are prohibited from engaging in “short” sales or other transactions involving LivePerson stock which could reasonably cause our officers to have interests adverse to our stockholders. “Short” sales, which are sales of shares of common stock by a person who does not own the shares at the time of the sale, evidence an expectation that the value of the shares will decline. We prohibit our executive officers from entering into “short” sales because such transactions signal to the market that the executive officer has no confidence in us or our short-term prospects and may reduce the officer’s incentive to improve our performance. In addition, Section 16(c) of the Exchange Act expressly prohibits executive officers and directors from engaging in short sales. Our executive officers are also prohibited from trading in LivePerson-based put and call option contracts, transacting in straddles and similar transactions without Board approval. These transactions would allow someone to continue to own the covered securities, but without the full risks and rewards of ownership. If an executive officer were to enter into such a transaction, the executive officer would no longer have the same objectives as our other stockholders. Under the Insider Trading Policy, all officers and employees of the Company, and all of the members of the Company’s Board are also prohibited from margining or pledging their common stock to secure a loan, or from purchasing Company stock “on margin” (that is, borrow funds to purchase stock, including in connection with exercising any Company stock options).

Policies and Practices Related to the Timing of Grants of Certain Equity Awards

The Compensation Committee may grant equity-based awards under the Company’s 2019 Stock Incentive Plan (or the Company’s Amended and Restated Inducement Plan (as defined below), in the case of new-hire awards) in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and other equity-

based awards. The Compensation Committee approves equity awards at one of its regularly scheduled meetings, or at such other times as appropriate or necessary, and generally, for annual equity awards, after the Compensation Committee has completed its annual compensation review for the CEO and other NEOs. The Compensation Committee has also delegated the authority to grant equity awards to certain non-executive officer employees to a sub-committee, which sub-committee generally meets to approve the applicable equity awards on or about the 15th day of each month. We do not schedule the grant of stock options or other equity awards in anticipation of the disclosure of material nonpublic information, and we do not schedule the disclosure of material nonpublic information based on the timing of grants of stock options or other equity awards.

Director Compensation

The following table sets forth information concerning the compensation of our non-employee directors in the 2025 Fiscal Year. Following the table is a discussion of material factors related to the information disclosed in the table.

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) ⁽¹⁾⁽²⁾ | Option Awards (\$) ⁽¹⁾⁽²⁾ | Total (\$) |
|--|----------------------------------|-------------------------------------|--------------------------------------|------------|
| Dan Fletcher ⁽³⁾ | 52,500 | 215,995 | — | 268,495 |
| Nathan “Tripp” Lane ⁽³⁾⁽⁵⁾ | 5,136 | 120,720 | — | 125,856 |
| James Miller ⁽³⁾ | 108,333 | 215,995 | — | 324,328 |
| Vanessa Pegueros ⁽³⁾ | 55,000 | 215,995 | — | 270,995 |
| Karin-Joyce (K.J.) Tjon ⁽³⁾ | 68,614 | 215,995 | — | 284,609 |
| Ryan Vardeman ⁽³⁾⁽⁵⁾ | 7,418 | 120,720 | — | 128,138 |
| William G. Wesemann ⁽³⁾ | 50,000 | 215,995 | — | 265,995 |
| Anthony Zingale ⁽⁵⁾ | 23,750 | — | 319,992 | 343,742 |
| Bruce Hansen ⁽³⁾⁽⁴⁾ | 7,500 | — | — | 7,500 |
| Jill Layfield ⁽⁴⁾ | 32,670 | — | — | 32,670 |

- (1) In 2025, Mr. Fletcher, Mr. Miller, Ms. Pegueros, Ms. Tjon, and Mr. Wesemann received annual equity award in the form of RSUs, Mr. Zingale received a new director initial equity award in the form of a stock option to purchase shares of the Company’s common stock (“Options”), and Mr. Lane and Mr. Vardeman received new director initial equity awards in the form of RSUs.
- (2) The amounts reported in the “Stock Awards” column represent the grant date fair value of RSU awards granted to our directors, other than Mr. Zingale, in 2025 and the amount reported in the “Option Awards” column represents the grant date fair value of the Options granted to Mr. Zingale in 2025, each computed in accordance with ASC Topic 718 and in accordance with SEC rules. Details and assumptions used in calculating the grant date fair value of the RSU awards and stock option award, as applicable, may be found in Note 11 of the Company’s consolidated financial statements contained in our Annual Report on Form 10-K for the 2025 Fiscal Year, as filed with the SEC. The amounts included in this column reflect the Company’s accounting expense and do not correspond to the actual value that will be realized by the non-employee directors, and there is no assurance that these grant date fair values will ever be realized by the directors. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.
- (3) As of December 31, 2025, the number of shares underlying outstanding and unvested RSUs include: (i) 13,333 for each of Mr. Fletcher, Mr. Miller, Ms. Pegueros, and Ms. Tjon, which vest on August 25, 2026 and represent the directors’ annual equity grant; and (ii) 23,350 for each of Mr. Lane and Mr. Vardeman, which vest on December 10, 2026 and represent initial new director awards. As of December 31, 2025, the number of shares underlying unexercised Options for non-employee directors were: Mr. Wesemann, 9,067, and Mr. Zingale, 26,666. The Options held by Mr. Zingale, which represents his initial new director award, will vest in three substantially equal installments on July 11, 2026, 2027 and 2028 and have an exercise price of \$16.20. All of the share numbers, and the exercise price, as applicable, noted in this footnote attributable to RSU and Option awards held prior to October 13, 2025 reflect adjustments to the number of shares underlying the award and to the exercise price in the case of the Option to reflect the 1 to 15 reverse stock split that occurred on that date.

(4) Mr. Hansen resigned from the Board effective January 31, 2025, and Ms. Layfield resigned from the Board effective August 4, 2025.

(5) Mr. Lane, Mr. Vardeman and Mr. Zingale were appointed to the Board on November 7, 2025, October 14, 2025, and July 11, 2025, respectively.

The non-employee directors are compensated in accordance with a fee schedule that is approved by the Compensation Committee, that generally operates on an annual cycle from July 1 to June 30 each year. Directors who are also our employees receive no additional compensation for their services as directors. The Compensation Committee reviews and recommends to the Board appropriate director compensation programs for service as non-employee directors including role-specific compensation for committee chair and committee member's service. In order to determine the Board compensation framework, the Compensation Committee periodically reviews comparative market composite data of practices of the Company's peers provided by Compensia.

Consistent with the Company's compensation philosophy, non-employee director compensation is positioned competitively against companies of similar industry size and value, and is reviewed by the Compensation Committee periodically with changes, if any, generally being implemented for the next Board compensation cycle.

For his or her services in Fiscal Year 2025, each non-employee director received compensation in accordance with the following:

| | | |
|---|----|------------------------|
| Annual Cash Retainer | \$ | 35,000 |
| Annual Cash Retainer for Chair of the Board | \$ | 50,000 |
| Annual Equity Grant | \$ | 200,000 ⁽¹⁾ |

(1) Newly appointed non-employee directors to the Board receive an initial equity grant equal to the annual equity retainer of \$200,000, the value of which may, in the Compensation Committee's discretion, be prorated based on the timing of the new director's commencement of service.

Members of our Committees, other than the Chairpersons, receive the following additional compensation (which is paid quarterly in arrears and prorated for any partial quarters of service):

| | | |
|---|----|--------|
| Audit Committee | \$ | 10,000 |
| Compensation Committee | \$ | 7,500 |
| Nominating and Corporate Governance Committee | \$ | 5,000 |

The Chairpersons of our Committees receive the following additional compensation (which is paid quarterly in arrears and prorated for any partial quarters of service):

| | | |
|---|----|--------|
| Audit Committee | \$ | 20,000 |
| Compensation Committee | \$ | 15,000 |
| Nominating and Corporate Governance Committee | \$ | 10,000 |

For the 2025 Fiscal Year, annual equity awards were granted in the form of RSUs. The RSUs will "cliff" vest on the one-year anniversary of the date of grant. The number of shares subject to the non-employee directors' annual award was set at the time of our 2025 annual meeting of Stockholders held on June 25, 2025, at which time the non-employee directors agreed to receive a fixed number of shares (i.e., 13,333 shares on a post-reverse split basis), which at the time of approval represented a value less than the value of the Company's standard non-employee director annual renewal grant. In connection with his joining the Board shortly after the annual meeting and in light of his specific experience and expertise and cooperative selection pursuant to our Company's contractual obligation to Vector Capital Management, L.P., at the same time as the annual grants for continuing directors were approved, the Board approved an initial award for Mr. Zingale which, at his request, would be granted in the form of a stock option. The stock option, in respect of

26,666 shares of the Company's common stock, vests over three years in equal annual installments. At the time of the Compensation Committee's approval, such stock option had an approximate Black-Scholes valuation generally aligned with the value of our non-employee director equity grants. These RSU and Option awards were subsequently granted in August 2025 promptly following the date on which the new share reserve, which received the approval of our stockholders at the 2025 Annual Meeting of Stockholders, was registered with the Securities and Exchange Commission on Form S-8. The values reported in the Director Compensation Table above reflect the grant date fair value of the awards as of the August 25, 2025 grant date in accordance with applicable accounting rules, and the exercise price of the Option is equal to the closing price of a share of our common stock on August 25, 2025. In connection with their appointments to the Board, Mr. Lane and Mr. Vardeman each received an initial grant in the form of RSUs that vest on the first anniversary of the date of grant, the grant value of which was prorated to reflect the partial year of service. Each of the awards were granted under the terms of the Company's Amended and Restated Stock Incentive Plan (the "2019 Plan") and within the sub-limits for awards to non-employee directors under the 2019 Plan, which for purposes of clarity, are per-director sub-limits.

Equity Compensation Plan Information

The following table summarizes the number of securities underlying outstanding options and RSUs granted to employees and directors, as well as the number of securities remaining available for future issuance, under LivePerson's equity compensation awards as of December 31, 2025.

| Plan category | Number of securities to be issued upon exercise of outstanding options, warrants and rights as of December 31, 2025 ⁽¹⁾ (a) | Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾ (b) | Number of securities remaining available for future issuance under equity compensation plans as of December 31, 2025 (excluding securities reflected in column (a)) ⁽³⁾ (c) |
|--|---|---|---|
| Equity compensation plans approved by security holders | 830,873 | \$278.59 | 155,001 |
| Equity compensation plans not approved by security holders | 129,747 | \$43.89 | 85,615 |
| Total | 960,620 | | 240,616 |

(1) Consists of options to purchase shares of our common stock, as well as RSU awards, each representing the right to acquire shares of our common stock. In respect of the plans approved by security holders, including the 2000 Stock Incentive Plan, 2009 Stock Incentive Plan and 2019 Stock Incentive Plan, the number of shares reported represents 106,547 shares subject to stock options and 724,326 RSUs. For purposes of this table, the number of RSUs includes a number in respect of PRSUs granted under the 2019 Stock Incentive Plan that could have been earned during a three-year performance period which number reported is based on target performance. In respect of the plan not approved by security holders, the number of shares reported represents 4,877 shares subject to stock options, and 58,204 RSUs granted under the Amended and Restated Inducement Plan (described below) and 66,666 shares subject to stock options granted on a stand-alone basis to Mr. Sabino at the time of his hiring.

(2) The weighted average exercise price is calculated based solely on the outstanding stock options. It does not take into account the shares issuable upon vesting of outstanding RSU awards or performance stock units, which have no exercise price.

(3) Consists of 62,029 shares remaining available for issuance under the 2019 Stock Incentive Plan and 92,972 shares remaining available for issuance under the 2019 Employee Stock Purchase Plan.

(4) Represents shares under the Amended and Restated Inducement Plan, which is intended to qualify as an "inducement plan" under Nasdaq rule 5635(c)(4).

Amended and Restated LivePerson, Inc. 2018 Inducement Plan

On January 19, 2018, the Board adopted the LivePerson, Inc. 2018 Inducement Plan (which has been subsequently amended and restated) (as amended and restated, the “Amended and Restated Inducement Plan”). The Amended and Restated Inducement Plan provides for the grants of awards of stock options, stock appreciation rights, restricted stock, RSUs and other stock and cash-based awards to persons who have not previously been an employee or director of the Company, or to an individual following a bona fide period of non-employment with the Company, as an inducement for the individual’s entering into employment with the Company. The purpose of the Amended and Restated Inducement Plan is to help the Company provide an inducement to attract and retain the employment services of new employees, to motivate those new employees whose potential contributions are important to the success of the Company to accept an offer of employment by providing them with equity ownership opportunities, and to advance the interests of the Company’s stockholders by providing incentives to those eligible individuals who are expected to make important contributions to the Company.

In the event of any stock split, reverse stock split, stock dividend, recapitalization, combination of shares, reclassification of shares, spin-off or other similar change in capitalization or event, or any dividend or distribution to holders of our common stock other than an ordinary cash dividend, the Board will make equitable adjustments to the maximum number and type of shares or other securities that may be issued under the Amended and Restated Inducement Plan, the maximum number and type of shares that may be granted to any participant in any calendar year, the number and type of shares subject to outstanding awards, the exercise price or grant price of outstanding awards and other necessary adjustments in connection with the Amended and Restated Inducement Plan.

The Amended and Restated Inducement Plan is administered by our Board. Pursuant to the terms of the Amended and Restated Inducement Plan, subject to applicable law, our Board may delegate certain authority under the Amended and Restated Inducement Plan to one or more of its committees or subcommittees or one or more of our officers, provided that the authority to grant equity awards to future employees whom will be considered to be “executive officers” and/or “officers” under Rules 3b-7 and 16a-1, respectively, of the Exchange Act may not be delegated to our officers. Subject to the provisions of the Amended and Restated Inducement Plan, the Board has the power to select the recipients of awards, to determine the number of shares subject to any award, to establish and verify the extent of satisfaction of any performance goals or other conditions applicable to awards, to determine whether, and the extent to which, adjustments are required under the Amended and Restated Inducement Plan, and to determine the terms and conditions of awards. Our Board may also modify awards granted to participants who are foreign nationals or employed outside the United States or establish sub-plans or procedures under the Amended and Restated Inducement Plan to recognize differences in laws, rules, regulations or customs of such foreign jurisdictions with respect to tax, securities, currency, employee benefit or other matters.

Stock Options

Our Board may grant nonqualified stock options under the Amended and Restated Inducement Plan. The number of shares covered by each stock option granted to a participant (subject to the Amended and Restated Inducement Plan’s stated limit) and all other terms and conditions will be determined by our Board. The stock option exercise price is established by our Board and must be at least 100% of the fair market value of a share on the date of grant. Consistent with applicable laws, regulations and rules, and to the extent authorized by the Board, payment of the exercise price of stock options may be made in one or more of the following: (i) cash or check, (ii) broker assisted cashless exercise, (iii) shares of our common stock, (iv) net exercise, (v) delivery to us of a promissory note, (vi) any other lawful means, or (vii) any combination of these permitted forms of payment. The Amended and Restated Inducement Plan prohibits decreasing the exercise price of an option or canceling an option and replacing it with an award with a lower exercise price.

After a termination of a participant's services with the Company, a participant will be able to exercise the vested portion of his or her option for the period of time stated in the applicable stock option agreement. Unless otherwise provided by the Board, unvested stock options will generally expire upon termination of the participant's employment and vested stock options will generally expire immediately following a termination for cause. In no event, however, may a stock option be exercised beyond its original expiration date. The term of a stock option will not exceed 10 years from the date of grant.

Stock Appreciation Rights

Our Board may grant stock appreciation rights under the Amended and Restated Inducement Plan. Stock appreciation rights typically provide for the right to receive the appreciation in the fair market value of our common stock between the grant date and the exercise date. Our Board may grant stock appreciation rights either alone or in tandem with a stock option granted under the Amended and Restated Inducement Plan. The number of shares of our common stock covered by each stock appreciation right (subject to the Amended and Restated Inducement Plan's stated limit) and all other terms and conditions will be determined by our Board. Stock appreciation rights are generally subject to the same terms and limitations applicable to options or, when granted in tandem with an option, to the same terms as the option. Stock appreciation rights may be paid in cash or shares or any combination of both, as determined by the Board in its sole discretion. Unless otherwise approved by our stockholders, the Amended and Restated Inducement Plan prohibits decreasing the exercise price of a stock appreciation right or canceling a stock appreciation right and replacing it with an award with a lower exercise price.

Restricted Stock

Our Board may award shares of restricted stock under the Amended and Restated Inducement Plan. Our Board will determine the terms of any restricted stock award, including the number of shares subject to such award (subject to the Amended and Restated Inducement Plan's stated limit), and conditions for vesting and repurchase. Participants holding restricted stock will be entitled to all ordinary cash dividends paid with respect to such shares, which dividends shall be accrued and become payable when and if the restricted stock vests. When the restricted stock award conditions are satisfied, the shares will no longer be subject to forfeiture as the participant is vested in the shares and has complete ownership of the shares.

Restricted Stock Units

Our Board may also grant an award of RSUs under the Amended and Restated Inducement Plan. An RSU is a bookkeeping entry representing an amount equivalent to the fair market value of one share of our common stock. Participants are not required to pay us any consideration at the time of grant of an RSU award. Our Board will determine the terms of any RSU award, including the number of shares covered by such award (subject to the Amended and Restated Inducement Plan's stated limit), and the conditions for vesting and repurchase. RSU awards may include a dividend equivalent right feature, but any dividends payable to stockholders will accrue with respect to the RSU and become payable only when and if the underlying RSU vests. When the participant satisfies the conditions of an RSU award, we will pay the participant cash or shares of our common stock to settle the vested RSUs. Our Board may permit a participant to elect to defer the settlement of his or her vested RSU award until a later date; provided that such deferral election must be made pursuant to an exemption from, or in compliance with, Section 409A of the Code.

Other Stock-Based and Cash-Based Awards

Under the Amended and Restated Inducement Plan, our Board may also grant awards of shares of our common stock or other awards denominated in cash. Our Board will determine the terms of any such stock-based or cash-based award,

including the number of shares or amount of cash, as applicable, covered by such award (subject to the Amended and Restated Inducement Plan's stated limit), and the conditions for vesting.

Performance Awards

Our Board may grant performance awards under the Amended and Restated Inducement Plan. Performance awards provide participants with the opportunity to earn a payout subject to the award only if certain performance goals or other vesting criteria are achieved. Our Board will establish the performance goals or other vesting in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance shares to be paid out to participants. Our Board has discretion to determine other terms of the performance award, including the number of shares or value subject to a performance award (subject to the Amended and Restated Inducement Plan's stated limit), the period as to which performance is to be measured, any applicable forfeiture provisions and any other terms and conditions consistent with the Amended and Restated Inducement Plan. After the completion of the performance period applicable to the award, our Board will measure performance against the applicable goals and other vesting criteria and determine whether any payment will be made under the award. If the participant satisfies the conditions of the performance share award, we will pay the participant cash or shares or any combination of both to settle the award.

Performance Goals

Our Board may establish performance criteria and level of achievement versus such criteria that will determine the number of shares to be granted, retained, vested, issued or issuable under or in settlement of or the amount payable pursuant to an award, which criteria may be based on certain performance goals (as described below). The performance criteria for each such performance award will be based on one or more of the following measurable performance goals: (a) net income, (b) earnings before or after discontinued operations, interest, taxes, depreciation and/or amortization, (c) operating profit before or after discontinued operations and/or taxes, (d) sales, (e) sales growth, (f) earnings growth, (g) cash flow or cash position, (h) gross margins, (i) stock price, (j) market share, (k) return on sales, assets, equity or investment, (l) improvement of financial ratings, (m) achievement of balance sheet or income statement objectives, (n) total stockholder return, (o) introduction of new products, (p) expansion into new markets or (q) achievement of any other strategic, operational or individual performance goals as the Board may determine.

These performance goals may reflect absolute entity or business unit performance or a relative comparison to the performance of a peer group of entities or other external measure of the selected performance criteria and may be absolute in their terms or measured against or in relationship to other companies comparably, similarly or otherwise situated. Our Board may specify that such performance measures shall be adjusted to exclude any one or more of (i) extraordinary items, (ii) gains or losses on the dispositions of discontinued operations, (iii) the cumulative effects of changes in accounting principles, (iv) the write-down of any asset, and (v) charges for restructuring and rationalization programs. Such performance goals may: (i) vary by participant and may be different for different awards and (ii) be particular to a participant or the department, branch, line of business, subsidiary or other unit in which the participant works and may cover such period as may be specified by the Board.

Transferability of Awards

Awards granted under the Amended and Restated Inducement Plan generally may not be transferred other than by will or the laws of descent and distribution or pursuant to a qualified domestic relations order. During the life of the participant, awards are exercisable only by the participant. Our Board may in its sole discretion permit and subject to certain conditions provide for the gratuitous transfer of an award to or for the benefit of any immediate family member, family trust or other entity established for the benefit of the participant and/or an immediate family member thereof to the extent permitted under Form S-8 under the Securities Act.

Reorganization Event

In the event of a reorganization of the Company, each outstanding award will be treated as our Board determines, including, without limitation, that each award may be assumed or an equivalent option or right substituted by the successor corporation, or in the case of stock options, may be terminated after giving holders notice of such pending termination and a change to exercise the option prior to the reorganization event. In addition, the vesting of awards that are unvested at the time of a reorganization event does not automatically accelerate, but our Board may cause any vesting to accelerate or restrictions lapse in connection with the change in control event. In the case that stockholders are receiving a cash payment for each share in a reorganization event, our Board may also provide that all awards will be canceled in connection with the reorganization event in exchange for the holder of such award receiving a cash payment for each share underlying the award in the same amount as the stockholders receive, or, in the case of options, the excess, if any, between the amount a stockholder is receiving and the exercise price of the stock option. Our Board will generally not be required to treat all awards, all awards held by a participant, or all awards of the same type, similarly in the transaction. Upon the occurrence of a liquidation or dissolution of the Company, except to the extent specifically provided otherwise in the restricted stock or RSU award agreement or any other agreement between a participant and us, all restrictions and conditions on all restricted stock and RSU awards then outstanding will automatically be deemed terminated or satisfied.

Amendment and Termination

Our Board may amend, suspend or terminate the Amended and Restated Inducement Plan at any time and for any reason, provided that any amendment may not materially and adversely affect the rights of the existing participants under the Amended and Restated Inducement Plan. No award will be made that is conditioned upon stockholder approval of any amendment to the Amended and Restated Inducement Plan. The Amended and Restated Inducement Plan will terminate on January 19, 2028, unless re-adopted or extended by the stockholders prior to or on such date or unless terminated earlier by the Board.

Forfeiture Events; Clawback

Awards granted pursuant to the Amended and Restated Inducement Plan shall be subject to the terms of any clawback policy adopted by us as in effect from time to time, as well as any recoupment/forfeiture provisions required by law and applicable to us or our subsidiaries or specified in any award agreement. Please refer to the section of this Amendment titled "*Compensation Recovery Policy*" above for additional information on our clawback policy.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Ownership of Securities

The following table sets forth information with respect to the beneficial ownership of our outstanding common stock as of March 31, 2026, unless otherwise indicated in the footnotes below, by:

- each person or group of affiliated persons whom we know to beneficially own more than five percent of our common stock;
- each of our named executive officers identified in the “Summary Compensation Table” included in this Amendment on page 7;
- each of our directors; and
- all of our directors and executive officers as a group.

A person is deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days after March 31, 2026, including any shares of our common stock subject to an option that are exercisable or will be exercisable, and any RSUs that have vested or will vest, within 60 days after March 31, 2026.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. Percentage of beneficial ownership is based on 12,097,491 shares of common stock outstanding on March 31, 2026 (excluding shares held in treasury). Unless otherwise indicated, the persons named in the table directly own the shares and have sole voting and sole investment control with respect to all shares beneficially owned:

| Name of Beneficial Owner ⁽¹⁾ | Number of Shares Beneficially Owned ⁽²⁾ | Percentage of Common Stock Outstanding (%) |
|--|--|--|
| 5% Stockholders | | |
| Davidson Kempner Capital Management LP ⁽³⁾ | 686,800 | 5.7% |
| Executive Officers and Directors | | |
| John D. Collins ⁽⁴⁾ | 39,134 | * |
| Dan Fletcher | 5,333 | * |
| Nathan “Tripp” Lane | — | * |
| James Miller | 8,863 | * |
| Christopher Mina | 9,636 | * |
| Vanessa Pegueros | 9,333 | * |
| John Sabino | 42,115 | * |
| Karin-Joyce (K.J.) Tjon | 5,333 | * |
| Ryan Vardeman ⁽⁵⁾ | 44,422 | * |
| William G. Wesemann ⁽⁶⁾ | 39,389 | * |
| Anthony Zingale | — | * |
| Directors and Executive Officers as a group (12 persons) ⁽⁷⁾ | 258,142 | 2.1% |

* Less than 1%.

(1) Unless noted otherwise, the business address of each beneficial owner is c/o LivePerson, Inc., 530 Seventh Avenue, Floor M1, New York, New York 10018.

- (2) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and/or investment power with respect to the shares shown as beneficially owned.
- (3) Holdings based solely on our review of the Schedule 13D filed with the SEC on February 17, 2026 by M.H. Davidson & Co., Davidson Kempner Arbitrage, Equities & Relative Value LP, Davidson Kempner Capital Management LP and Anthony A. Yoseloff. The shares reported herein are held by subfunds of Davidson Kempner Capital Management LP ("DKCM"), specifically (i) M.H. Davidson & Co. and (ii) Davidson Kempner Arbitrage, Equities and Relative Value LP. DKCM serves as the investment manager to these subfunds and, pursuant to investment management agreements, exercises ultimate voting and dispositive power over the securities. The business address of each beneficial owner is c/o Davidson Kempner Capital Management LP, 9 West 57th Street, 29th Floor, New York, New York 10019.
- (4) Includes 6,260 shares underlying options that are currently exercisable or that will be exercisable at or within 60 days of March 31, 2026 and 19,711 RSUs which will be vested within 60 days of March 31, 2026.
- (5) Palogic Value Fund, L.P., a Delaware limited partnership (Palogic Value Fund), is the record and direct beneficial owner of these shares. Palogic Value Management, L.P., a Delaware limited partnership (Palogic Value Management), is the general partner of, and may be deemed to beneficially own securities owned by, Palogic Value Fund. Palogic Capital Management, LLC, a Delaware limited liability company (Palogic Capital Management), is the general partner of, and may be deemed to beneficially own securities beneficially owned by, Palogic Value Management. Mr. Vardeman is the sole member of, and may be deemed to beneficially own securities beneficially owned by, Palogic Capital Management. Mr. Vardeman is also a limited partner in, and may be deemed to beneficially own securities owned by, Palogic Value Fund. The address of Palogic Value Fund, Palogic Value Management and Palogic Capital Management is 8333 Douglas Avenue, Suite 775, Dallas, TX 75225.
- Mr. Vardeman states that neither the filing of this Amendment nor anything herein shall be deemed an admission that Mr. Vardeman is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of these shares. Mr. Vardeman disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest in such shares. Mr. Vardeman may be deemed to be a member of a group with respect to the Company or securities of the Company for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended.
- Mr. Vardeman declares that neither the filing of this Amendment nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act, or any other purpose, a member of a group with respect to the Company or securities of the Company.
- (6) Includes 9,067 shares underlying options that are currently exercisable or that will be exercisable at or within 60 days of March 31, 2026.
- (7) Includes 34,229 shares underlying options that are currently exercisable or that will be exercisable at or within 60 days of March 31, 2026 and 28,987 RSUs which will be vested within 60 days of March 31, 2026

Item 13. Certain Relationships and Related Transactions, and Director Independence

Certain Relationships and Related Party Transactions

Any transaction or series of transactions, of which the aggregate amount involved exceeds or may be reasonably expected to exceed \$120,000, in which we participate and a related person has a material interest would require the prior approval by our Board. In such cases, the Board would review all of the relevant facts and circumstances and would take into account, among other factors, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction. If a transaction relates to a director, that director would not participate in the Board's deliberations.

Related persons would include a member of our Board and our executive officers and their immediate family members. It would also include persons controlling over 5% of our outstanding common stock. Under our written policy on conflicts of interest, all of our directors, executive officers and employees have a duty to report to the appropriate level of management potential conflicts of interests, including transactions with related persons.

Pursuant to our Audit Committee Charter, our Audit Committee is responsible for reviewing potential conflict of interest situations and approving, on an ongoing basis, all related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K. In particular, our Audit Committee Charter requires that our Audit Committee approve all transactions between the Company and one or more directors, executive officers, major stockholders or firms that employ directors, as well as any other material related party transactions that are identified in a periodic review of our transactions. In considering a related party transaction, the Audit Committee will consider such factors as it deems appropriate, including, without limitation, the commercial reasonableness of the terms, if the terms are judged to be the same as a transaction made on an arm's-length basis, the benefit or perceived benefit (or lack thereof) to the Company, the impact on a director's independence in the event the related person is a director, an immediate family member of a director or an entity in which a director has a position or relationship, opportunity costs and availability of alternate transactions, the materiality and character of the related person's direct or indirect interest, and any actual or apparent conflict of interest of the related person.

Since the beginning of the 2025 Fiscal Year, the Company has not been a participant in any transaction with a related person other than the agreements and transactions described below.

Indemnification Agreements with Directors and Executive Officers

The Charter provides that we will indemnify each of our directors and officers to the fullest extent permitted by the Delaware General Corporation Law. In addition, we have entered into indemnification agreements with our directors and executive officers, the form of which was filed as an exhibit to our 2011 Annual Report on Form 10-K. The form of indemnification agreement used by the Company contains provisions that require us, among other things, to indemnify our directors and executive officers against certain liabilities (other than liabilities arising from intentional or knowing and culpable violations of law) that may arise by reason of their status or service as our directors or executive officers or other entities to which they provide service at our request and to advance expenses they may incur as a result of any proceeding against them as to which they could be indemnified. We believe that these provisions and agreements are necessary to attract and retain highly qualified individuals to serve the Company. We also have obtained an insurance

policy covering our directors and executive officers for claims that such directors and executive officers may otherwise be required to pay or for which we are required to indemnify them, subject to certain exclusions.

Other Relationships and Transactions

In September 2025, the Company consummated an exchange of \$341.1 million in aggregate principal amount of the Company's outstanding 0% Convertible Senior Notes due 2026 (the "2026 Notes") for (i) an aggregate payment of \$45.0 million in cash, (ii) \$115.0 million in aggregate principal amount of the Company's 10.0% Second Lien Senior Subordinated Secured Notes due 2029 ("Second Lien Notes"), (iii) approximately 3.7 million shares of the Company's common stock and (iv) 26,551 shares of Series B Fixed Rate Convertible Perpetual Preferred Stock, par value \$0.001 ("Series B Preferred Stock", and such transaction, the "2025 Debt Exchange Transaction"). As holders of the 2026 Notes, the following entities received the consideration listed below in connection with the 2025 Debt Exchange Transaction:

- Certain entities advised or managed by Linden Advisors LP received an aggregate (i) approximately \$13.8 million in cash, (ii) approximately \$35.3 million principal amount of Second Lien Notes, (iii) approximately 1.1 million shares of common stock and (iv) 8,162 shares of Series B Preferred Stock, which converted into approximately 0.5 million shares of common stock in October 2025;
- Certain entities advised or managed by Davidson Kempner Capital Management LP received an aggregate (i) approximately \$8.5 million in cash, (ii) approximately \$21.7 million principal amount of Second Lien Notes, (iii) approximately 0.7 million shares of common stock and (iv) 5,021 shares of Series B Preferred Stock, which converted into approximately 0.3 million shares of common stock in October 2025; and
- Palogic Value Fund, LP, which is managed by an entity co-founded by Mr. Vardeman and for which he serves as a principal, received as (i) approximately \$1.3 million in cash, (ii) approximately \$3.3 million principal amount of Second Lien Notes, (iii) approximately 0.1 million shares of common stock, and (iv) 762 shares of Series B Preferred Stock, which converted into approximately 44,000 shares of common stock in October 2025.

In addition, the Company paid an aggregate \$14.7 million of legal and advisory fees of the holders of 2026 Notes in connection with the Debt Exchange Transaction.

Director Independence

The Board has determined that the Chair of the Board, Mr. Miller, as well as Mr. Fletcher, Mr. Lane, Ms. Pegueros, Ms. Tjon, Mr. Vardeman, Mr. Wesemann and Mr. Zingale, are "independent" under the Nasdaq listing requirements and the applicable rules and regulations of the SEC. As part of the Board's process in making such determination, each such director provided confirmation that (a) the objective criteria for independence pursuant to the Nasdaq rules are satisfied and (b) each such director has no other relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Mr. Sabino, our CEO and a member of the Board, is an employee and therefore not "independent" under these requirements, rules and regulations.

Item 14. Principal Accountant Fees and Services

Fees Billed to the Company for Services Rendered during the Fiscal Years Ended December 31, 2025 and 2024

The following table presents fees for professional audit services and other services provided to LivePerson by BDO USA, P.C. for the fiscal years ended December 31, 2025 and 2024.

| | 2025 | 2024 |
|---------------------------|-------------|-------------|
| Audit Fees ⁽¹⁾ | \$1,025,000 | \$1,200,000 |
| Audit-Related Fees | — | — |
| Tax Fees | — | — |
| All Other Fees | — | — |

(1) "Audit Fees" for 2025 and 2024 consist of fees for professional services rendered in connection with the audit of the Company's consolidated annual financial statements, the review of the Company's interim condensed consolidated financial statements included in quarterly reports, and procedures in connection with regulatory filings.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and permissible non-audit services. The Audit Committee has authorized each of its members to pre-approve audit, audit-related, tax and non-audit services, provided that such approved service is reviewed with the full Audit Committee at its next meeting.

As early as practicable in each fiscal year, the independent registered public accounting firm provides to the Audit Committee a schedule of the audit and other services that they expect to provide or may provide during the year. The schedule is specific as to the nature of the proposed services, the proposed fees and other details that the Audit Committee may request. The Audit Committee by resolution authorizes or declines the proposed services. Upon approval, this schedule serves as the budget for fees by specific activity or service for the year.

A schedule of additional services proposed to be provided by the independent registered public accounting firm or proposed revisions to services already approved, along with associated proposed fees, may be presented to the Audit Committee for their consideration and approval at any time. The schedule is required to be specific as to the nature of the proposed service, the proposed fee, and other details that the Audit Committee may request. The Audit Committee intends by resolution to authorize or decline authorization for each proposed new service.

PART IV

Item 15. Exhibits and Financial Statement Schedules

The following documents are filed as part of this Form 10K/A:

3. Exhibits.

| Number | Description |
|--------|--|
| 2.1 | <u>Merger Agreement, dated as of April 21, 2026, by and among SoundHound AI, Inc., Lightspeed Merger Sub Inc. and LivePerson, Inc. (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed by SoundHound AI, Inc. on April 21, 2026)</u> |
| 3.1(a) | <u>Fourth Amended and Restated Certificate of Incorporation (incorporated by reference to the Exhibit 3.1 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2000 and filed March 30, 2001)</u> |
| 3.1(b) | <u>Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation effective as of November 12, 2019 (incorporated by reference to Exhibit 4.2 to LivePerson's Registration Statement on Form S-8 filed on November 13, 2019)</u> |
| 3.1(c) | <u>Certificate of Amendment No. 2 to the Fourth Amended and Restated Certificate of Incorporation effective as of October 3, 2025 (incorporated by reference to Exhibit 3.1 to LivePerson's Current Report on Form 8-K filed on October 7, 2025)</u> |
| 3.1(d) | <u>Certificate of Amendment No. 3 to the Fourth Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to Exhibit 3.4 to LivePerson's Quarterly Report on Form 10-Q filed on November 13, 2025)</u> |
| 3.2 + | <u>Fourth Amended and Restated By-Laws of LivePerson, Inc., as amended</u> |
| 3.3 | <u>Certificate of Designations of the Series A Junior Participating Preferred Stock of the Company, dated January 22, 2024 (incorporated by reference to Exhibit 3.1 to LivePerson's Current Report on Form 8-K filed on January 22, 2024)</u> |
| 3.4 | <u>Certificate of Designation of Series B Preferred Stock (incorporated by reference to Exhibit 4.3 to LivePerson's Current Report on Form 8-K filed on September 15, 2025)</u> |
| 4.1 | <u>Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to LivePerson's Registration Statement on Form S-1/A filed on March 28, 2000)</u> |
| 4.2 | <u>Second Amended and Restated Registration Rights Agreement, dated as of January 27, 2000, by and among LivePerson, the several persons and entities named on the signature pages thereto as Investors, and Robert LoCascio (incorporated by reference to Exhibit 4.2 to LivePerson's Registration Statement on Form S-1/A filed on March 10, 2000)</u> |
| 4.3 | <u>Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.3 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2025 and filed on March 16, 2026)</u> |
| 4.4 | <u>Indenture, dated as of December 4, 2020, by and between LivePerson, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to LivePerson's Current Report on Form 8-K/A filed on December 10, 2020)</u> |
| 4.5 | <u>Form of 0% Convertible Senior Note due 2026 (included within the Indenture filed as Exhibit 4.4 hereto)</u> |
| 4.6 | <u>Tax Benefits Preservation Plan, dated as of January 22, 2024, by and between the Company and Equiniti Trust Company, LLC as rights agent (which includes the Form of Rights Certificate as Exhibit B thereto) (incorporated by reference to Exhibit 4.1 to LivePerson's Current Form 8-K filed on January 22, 2024)</u> |

- 4.7 [Amendment, dated as of February 16, 2024, to the Tax Benefits Preservation Plan, between LivePerson, Inc. and Equiniti Trust Company, LLC \(incorporated by reference to Exhibit 4.1 to LivePerson's Current Form 8-K filed on February 16, 2024\)](#)
- 4.8 [Indenture, dated as of June 3, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.1 to LivePerson's Current Report on Form 8-K filed on June 4, 2024\)](#)
- 4.9 [Form of First Lien Convertible Senior Note due 2029 \(included within the Indenture filed as Exhibit 4.8 hereto\)](#)
- 4.10 [Warrant to Purchase Common Stock issued by LivePerson, Inc. on June 3, 2024 to Lynrock Lake Master Fund LP \(incorporated by reference to Exhibit 4.3 to LivePerson's Current Report on Form 8-K filed on June 4, 2024\)](#)
- 4.11 [Warrant issued by LivePerson, Inc. on June 3, 2024 to Lynrock Lake Master Fund LP \(incorporated by reference to Exhibit 4.4 to LivePerson's Current Report on Form 8-K filed on June 4, 2024\)](#)
- 4.12 [Supplemental Indenture No. 1, dated as of August 15, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.14 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 4.13 [Supplemental Indenture No. 2, dated as of August 15, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.15 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 4.14 [Supplemental Indenture No. 3, dated as of August 15, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.16 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 4.15 [Supplemental Indenture No. 4, dated as of August 15, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.17 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 4.16 [Supplemental Indenture No. 5, dated as of August 15, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.18 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 4.17 [Supplemental Indenture No. 6, dated as of December 17, 2024, by and between LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.19 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 4.18 [Notice from Lynrock Lake Master Fund LP, dated September 12, 2025 \(incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on September 15, 2025\)](#)
- 4.19 [Indenture, dated as of September 12, 2025, by and among LivePerson, Inc., the subsidiary guarantors party thereto and U.S. Bank Trust Company, National Association, as Trustee and as Collateral Agent \(incorporated by reference to Exhibit 4.1 to LivePerson's Current Report on Form 8-K filed on September 15, 2025\)](#)
- 4.20 [Form of Second Lien Senior Subordinated Secured Note due 2029 \(included within the Indenture filed as Exhibit 4.19 hereto\)](#)
- 10.1 [Exchange and Purchase Agreement, dated as of May 13, 2024, by and between LivePerson, Inc. and Lynrock Lake Master Fund LP \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on May 13, 2024\)](#)
- 10.2 [First Amendment to Exchange and Purchase Agreement, dated as of June 3, 2024, by and between LivePerson, Inc. and Lynrock Lake Master Fund LP \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on June 4, 2024\)](#)
- 10.3 [Exchange Agreement, dated August 11, 2025, by and between LivePerson, Inc. and the Noteholders \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on August 11, 2025\)](#)

- 10.4 [Amendment No. 1 to the Exchange Agreement, dated August 11, 2025, by and between LivePerson, Inc. and the Noteholders \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on September 15, 2025\)](#)
- 10.5(a)* [2009 Stock Incentive Plan \(incorporated by reference to Exhibit 99.1 to LivePerson's Registration Statement on Form S-8 filed on June 9, 2009\)](#)
- 10.5(b)* [2009 Stock Incentive Plan \(amended and restated as of June 7, 2012\) \(incorporated by reference to Exhibit 99.1 to LivePerson's Current Report on Form 8-K filed on June 8, 2012\)](#)
- 10.5(c)* [Forms of Grant Agreements under the 2009 Stock Incentive Plan \(incorporated by reference to Exhibit 10.1 to LivePerson's Quarterly Report on Form 10-Q filed on May 6, 2011\)](#)
- 10.5(d)* [Form of Restricted Stock Unit Award Agreement under the 2009 Stock Incentive Plan \(incorporated by reference to Exhibit 10.12 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2017, filed on March 15, 2018\)](#)
- 10.6* [Form of Indemnification Agreement entered into with Executive Officers and Directors of LivePerson \(incorporated by reference to Exhibit 10.6 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011, filed March 13, 2012\)](#)
- 10.7* [Offer Letter Agreement between LivePerson, Inc. and Monica L. Greenberg, dated as of October 25, 2006 \(incorporated by reference to Exhibit 10.8 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011, filed March 13, 2012\)](#)
- 10.8* [Incentive Plan effective April 1, 2011 \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on April 28, 2011\)](#)
- 10.9(a)* [Amended and Restated LivePerson, Inc. 2018 Inducement Plan, effective as of September 30, 2024 \(incorporated by reference to Exhibit 99.3 to LivePerson's Registration Statement on Form S-8 filed on December 16, 2024\)](#)
- 10.9(b)* [Amendment to the Amended and Restated LivePerson, Inc. 2018 Inducement Plan \(dated as of December 10, 2024\) \(incorporated by reference to Exhibit 99.4 to LivePerson's Registration Statement on Form S-8 filed on December 16, 2024\)](#)
- 10.10* [Amended Employment Agreement between LivePerson and Robert LoCascio, dated as of December 27, 2017 \(incorporated by reference to Exhibit 10.15 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2017, filed on March 15, 2018\)](#)
- 10.11* [Amended and Restated LivePerson, Inc. 2019 Stock Incentive Plan, effective as of November 25, 2024 \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on November 26, 2024\)](#)
- 10.12**+ [Amendment to the Amended and Restated LivePerson, Inc. 2019 Stock Incentive Plan, effective as of June 25, 2025](#)
- 10.13* [Amended and Restated LivePerson, Inc. 2019 Employee Stock Purchase Plan, effective as of November 25, 2024 \(incorporated by reference to Exhibit 10.2 to LivePerson's Current Report on Form 8-K filed on November 26, 2024\)](#)
- 10.14 [Form of Base Capped Call Transaction Confirmation relating to the 0% Convertible Senior Notes due 2026 \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K/A filed on December 10, 2020\)](#)
- 10.15 [Form of Additional Capped Call Transaction Confirmation relating to the 0% Convertible Senior Notes due 2026 \(incorporated by reference to Exhibit 10.2 to LivePerson's Current Report on Form 8-K/A filed on December 10, 2020\)](#)
- 10.16 [Agreement, dated as of July 20, 2022, by and among LivePerson, Inc. and the Starboard parties set forth on the signature pages thereto \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on July 21, 2022\)](#)
- 10.17* [Amended and Restated Offer Letter between LivePerson and John D. Collins, dated as of August 9, 2022 \(incorporated by reference to Exhibit 10.1 to LivePerson's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed on November 8, 2022\)](#)
- 10.18* [Form of Restricted Stock Unit Agreement under the 2019 Stock Incentive Plan \(incorporated by reference to Exhibit 10.20 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2022, filed on March 16, 2023\)](#)
- 10.19* [Offer Letter, by and between LivePerson and Jeffrey Ford, dated as of July 31, 2023 \(incorporated by reference to Exhibit 10.5 to LivePerson's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed on November 9, 2023\)](#)

- 10.20* [Letter Agreement, by and between LivePerson and Monica Greenberg, dated as of August 9, 2023 \(incorporated by reference to Exhibit 10.4 to LivePerson's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed on November 9, 2023\)](#)
- 10.21* [Letter Agreement, by and between LivePerson and John Collins, dated as of August 9, 2023 \(incorporated by reference to Exhibit 10.3 to LivePerson's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, filed on November 9, 2023\)](#)
- 10.22* [Employment Agreement, by and between LivePerson and John Sabino, dated as of December 27, 2023 \(incorporated by reference to Exhibit 10.26 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2023, filed on March 4, 2024\)](#)
- 10.23* [Separation and Release of Claims Agreement, by and between LivePerson and Robert P. LoCascio, dated as of January 31, 2024 \(incorporated by reference to Exhibit 10.29 to LivePerson's Annual Report on Form 10-K/A for the year ended December 31, 2023 and filed on April 29, 2024\)](#)
- 10.24* [Nonstatutory Stock Option Agreement, by and between LivePerson, Inc. and John Sabino, dated as of March 25, 2024 \(incorporated by reference to Exhibit 10.21 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 10.25* [Restricted Stock Unit Award Agreement \(2-year\), by and between LivePerson, Inc. and John Sabino, dated as of March 25, 2024 \(incorporated by reference to Exhibit 10.22 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 10.26* [Restricted Stock Unit Award Agreement \(4-year\), by and between LivePerson, Inc. and John Sabino, dated as of March 25, 2024 \(incorporated by reference to Exhibit 10.23 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 10.27 [Cooperation Agreement, by and among the Company and the persons set forth on Exhibit A thereto, dated October 20, 2024 \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on October 23, 2024\)](#)
- 10.28 [Notes Restructuring Agreement, dated as of April 21, 2026, by and among SoundHound AI, Inc., LivePerson, Inc. and each holder of LivePerson's First Lien Convertible Senior Notes due 2029 and Second Lien Senior Subordinated Secured Notes due 2029 \(incorporated by reference to Exhibit 10.1 to LivePerson's Current Report on Form 8-K filed on April 21, 2026\)](#)
- 19 [LivePerson, Inc. Insider Trading and Disclosure Policy \(incorporated by reference to Exhibit 19 to LivePerson's Annual Report on Form 10-K filed on March 14, 2025\)](#)
- 21.1 [Subsidiaries of the Registrant \(incorporated by reference to Exhibit 21.1 to LivePerson's Annual Report on Form 10-K filed on March 16, 2026\)](#)
- 23.1 [Consent of BDO USA, P.C., an Independent Registered Public Accounting Firm \(incorporated by reference to Exhibit 23.1 to LivePerson's Annual Report on Form 10-K filed on March 16, 2026\)](#)
- 24.1 [Power of Attorney, pursuant to which amendments to this report may be filed \(included on the signature page contained in Part IV of the Original Form 10-K\)](#)
- 31.1 [Certification by principal executive officer pursuant to Exchange Act Rule 13a-14\(a\) and 15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(incorporated by reference to Exhibit 31.1 to LivePerson's Annual Report on Form 10-K filed on March 16, 2026\)](#)
- 31.2 [Certification by principal financial officer pursuant to Exchange Act Rule 13a-14\(a\) and 15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(incorporated by reference to Exhibit 31.2 to LivePerson's Annual Report on Form 10-K filed on March 16, 2026\)](#)
- 31.3+ [Certification by principal executive officer pursuant to Exchange Act Rule 13a-14\(a\) and 15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 31.4+ [Certification by principal executive officer pursuant to Exchange Act Rule 13a-14\(a\) and 15d-14\(a\), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
- 32.1** [Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(incorporated by reference to Exhibit 32.1 to LivePerson's Annual Report on Form 10-K filed on March 16, 2026\)](#)
- 32.2** [Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(incorporated by reference to Exhibit 32.2 to LivePerson's Annual Report on Form 10-K filed on March 16, 2026\)](#)
- 97.1 [LivePerson, Inc. Amended & Restated Omnibus Clawback Policy \(incorporated by reference to Exhibit 97.1 to LivePerson's Annual Report on Form 10-K filed on March 4, 2024\)](#)

| | |
|---------|---|
| 101.INS | Inline XBRL Instance Document - The instance document does not appear in the interactive Data File because its XBRL tags are embedded within the Inline XBRL document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (formatted as inline XBRL) |

* Management contract or compensatory plan or arrangement

+ Filed herewith

** The certifications furnished as Exhibit 32.1 and Exhibit 32.2 accompany the Original Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on April 30, 2026.

LIVEPERSON, INC.

By: _____ /s/ JOHN SABINO
Name: John Sabino
Title: Chief Executive Officer
(Principal Executive Officer)

**FOURTH AMENDED AND RESTATED BY-LAWS OF LIVEPERSON, INC.
(AS AMENDED)**

Article I

Certificate of Incorporation and Bylaws

Section 1. These Fourth Amended and Restated Bylaws (the “Bylaws”) are subject to the Fourth Amended and Restated Certificate of Incorporation (as it may be amended and/or restated from time to time, the “Certificate of Incorporation”) of LivePerson, Inc., a Delaware corporation (the “Corporation”). In these Bylaws, references to law, statutes, the Certificate of Incorporation and Bylaws mean the law, applicable statutes, the Certificate of Incorporation and these Bylaws, each as from time to time in effect.

Article II

Offices

Section 1. The registered office of the Corporation in the State of Delaware shall be at 1013 Centre Road, in the city of Wilmington, County of New Castle, State of Delaware. The registered agent at such address shall be Corporation Service Company.

Section 2. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors of the Corporation (the “Board of Directors”) may from time to time determine or the business of the Corporation may require.

Article III

Meetings of Stockholders

Section 1. All meetings of the stockholders for the election of directors shall be held at such place as may be fixed from time to time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meetings of stockholders shall be held at such date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which they shall elect, by a plurality vote, the directors to be elected at such meeting, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not fewer than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. The officer who has charge of the stock ledger of the Corporation shall prepare and make (or cause to be prepared or made), at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any

stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may only be called by the Chairman of the Board or the President and shall be called by the Chairman of the Board, the President or Secretary, at the request in writing of two-thirds of the Board of Directors.

Section 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not fewer than ten (10) nor more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of (i) fifty percent (50%) of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all annual meetings of the stockholders for the transaction of business and (ii) thirty three and one third percent (33 1/3%) of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all special meetings of the stockholders for the transaction of business, in each case, except as otherwise provided by statute or by the Certificate of Incorporation. If, however, the applicable quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the applicable quorum shall be present or represented. At such adjourned meeting at which the applicable quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Unless otherwise provided in the Certificate of Incorporation, each stockholder shall, at every meeting of the stockholders, be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 11. Unless otherwise provided in the Certificate of Incorporation, the Chairman of the Board may adjourn a meeting of stockholders from time to time, without notice other than announcement at the meeting. No notice of the time and place of an adjourned meeting need be given except as required by law.

Section 12.

A. Annual Meetings of Stockholders.

1. Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this Section 12, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 12.

2. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph A.1. of this Section 12, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and such other business must otherwise be a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth (90th) day nor earlier than the close of business on the one hundred twentieth (120th) day prior to the first anniversary of the date of the preceding year's annual meeting; provided, however, that if either the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the close of business on the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Corporation. Such stockholder's notice shall set forth (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and Rule 14a-11 thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to any other business that the stockholder proposes to bring before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these Bylaws, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (y) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (z) otherwise to solicit proxies from stockholders in support of such proposal or nomination. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

3. Notwithstanding anything in the second sentence of paragraph A.2. of this Section 12 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board

of Directors at least seventy (70) days prior to the first anniversary of the preceding year's annual meeting (or, if the annual meeting is held more than thirty (30) days before or sixty (60) days after such anniversary date, at least seventy (70) days prior to such annual meeting), a stockholder's notice required by this Section 12 shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive office of the Corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the Corporation.

B. Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (a) by or at the direction of the Board of Directors or (b) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time notice provided for in this Section 12 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election, who complies with the notice procedures set forth in this Section 12. If the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph A.2. of this Section 12 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth (120) day prior to such special meeting and not later than the later of (y) the close of business of the ninetieth (90th) day prior to such special meeting or (z) the close of business of the tenth (10th) day following the day on which public announcement is first made of the date of such special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

C. General.

1. Only such persons who are nominated in accordance with the procedures set forth in this Section 12 shall be eligible to be elected at an annual or special meeting of stockholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 12. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the Chairman of the Board shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 12 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (c)(iv) of paragraph A.2. of this Section 12) and (b) if any proposed nomination or business was not made or proposed in compliance with this Section 12, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted.

2. For purposes of this Section 12, the term "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation

with the Securities and Exchange Commission pursuant to Section 13, 14 and 15(d) of the Exchange Act.

3. Notwithstanding the foregoing provisions of this Section 12, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth herein. Nothing in this Section 12 shall be deemed to affect any rights (i) of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) of the holders of any series of Preferred Stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.

4. Notwithstanding any other provision of law, the Certificate of Incorporation or these Bylaws, and notwithstanding the fact that a lesser percentage may be specified by law, the affirmative vote of the holders of at least 66.67% of the votes which all the stockholders would be entitled to cast at any annual election of directors or class of directors shall be required to amend or repeal, or to adopt any provision inconsistent with, this Section 12.

Article IV

Directors

General

Section 1. The number of directors which shall constitute the whole Board shall be determined by resolution of the Board of Directors or by the stockholders at the annual meeting of the stockholders, except as provided in Section 2 of this Article. The Board shall be divided into three classes as nearly equal in number as possible. The members of each class shall be elected for a term of three years and until their successors are elected and qualified. The Board of Directors shall be classified in accordance with the provisions of the Corporation's Certificate of Incorporation. Directors need not be stockholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election at which such director's class is to be elected and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole Board (as constituted immediately prior to any such increase), the Delaware Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3. The business of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Meetings of the Board of Directors

Section 4. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 5. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. Members of the Board of Directors may participate in regular or special meetings by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person.

Section 6. Special meetings of the Board may be called by the Corporation's Chairman of the Board, Lead Independent Director, Chief Executive Officer or President on not less than two (2) days' notice to each director by mail or not less than twenty four (24) hours' notice to each director, either personally or by facsimile; special meetings shall be called by the Corporation's Chairman of the Board, Lead Independent Director, Chief Executive Officer, President or Secretary in like manner and on like notice on the written request of two directors, unless the Board consists of only one director, in which case special meetings shall be called by the Corporation's Chairman of the Board, Lead Independent Director, Chief Executive Officer, President or Secretary in like manner and on like notice on the written request of the sole director.

Section 7. At all meetings of the Board a majority of the directors fixed by Section 1 of this Article shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board, or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 9. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Committees of Directors

Section 10. The Board of Directors may, by resolution passed by a majority of the entire Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of a dissolution, or amending these Bylaws; and, unless the resolution or the Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors and may, but is not required to, adopt a written charter setting forth the matters to be determined by such committee, the scope of the responsibilities of such committee, and the means by which such committee carries out such responsibilities.

Section 11. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Compensation of Directors

Section 12. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Removal of Directors

Section 13. Any director or the entire Board of Directors may be removed only in accordance with the provisions of the Certificate of Incorporation.

Article V

Notices

Section 1. Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at the address appearing on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telecopy.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article VI

Officers

Section 1. The officers of the Corporation shall be chosen by the Board of Directors and shall consist of a Chief Executive Officer, Chief Financial Officer, President, Treasurer and a Secretary. The Board of Directors may elect from among its members a Chairman of the Board and a Vice Chairman of the Board. The Board of Directors may also choose one or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these Bylaws otherwise provide.

Section 2. The Board of Directors at its first meeting after each annual meeting of stockholders shall choose a Chief Executive Officer, a President, a Treasurer, and a Secretary and may choose Vice-Presidents.

Section 3. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors or a committee thereof.

Section 5. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

The Chairman of the Board

Section 6. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which such individual shall be present. Such individual shall have and may exercise such powers as are, from time to time, assigned to him by the Board of Directors and as may be provided by law.

Section 7. In the absence of the Chairman of the Board, the Vice Chairman of the Board, if any, shall preside at all meetings of the Board of Directors and of the stockholders at which such individual shall be present. Such individual shall have and may exercise such powers as are, from time to time, assigned to him by the Board of Directors and as may be provided by law.

Chief Executive Officer

Section 8. The Chief Executive Officer shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 9. The Chief Executive Officer shall have the power to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent of the Corporation.

The President

Section 10.

The President shall conduct general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. The President shall have the general power and duties of supervision and management usually vested in the office of President of a corporation. In the absence of the Chairman and Vice Chairman of the Board of Directors, the President shall preside at all meetings of the stockholders and the Board of Directors.

The President shall have the power to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent of the Corporation.

The Vice-Presidents

Section 11. In the absence of the President or in the event of his inability or refusal to act, the Vice-President, if any, (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

The Secretary and Assistant Secretary

Section 12. The secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. Such individual shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision such individual shall be. Such individual shall have custody of the corporate seal of the Corporation and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 13. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

The Treasurer and Assistant Treasurers

Section 14. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the

Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Section 15. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as treasurer and of the financial condition of the Corporation.

Section 16. If required by the Board of Directors, such individual shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 17. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Article VII

Certificate of Stock

Section 1. Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, the Chairman or Vice-Chairman of the Board of Directors, or the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by him in the Corporation.

Section 2. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualification, limitations or restrictions or such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock; provided that, except as otherwise provided in Section 202 of the General Corporation Law of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the Corporation shall issue to represent such class or series of stock, a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 3. Any of or all the signatures on the certificate may be facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such individual were such officer, transfer agent or registrar at the date of issue.

Lost Certificates

Section 4. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Transfer of Stock

Section 5. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Fixing Record Date

Section 6. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting, nor more than sixty (60) days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Registered Stockholders

Section 7. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Article VIII

General Provisions

Dividends

Section 1. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors

at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board of Directors from time to time, in its absolute discretion, thinks proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purposes as the Board of Directors shall think conducive to the interest of the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

Checks

Section 3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Fiscal Year

Section 4. The fiscal year of the Corporation shall end on December 31, unless otherwise fixed by resolution of the Board of Directors.

Seal

Section 5. The Board of Directors may adopt a corporate seal having inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Transactions with Interested Parties

Section 6. No contract or transaction between the Corporation and one or more of the directors or officers, or between the Corporation and any other corporation, partnership, or other entity in which one or more of the directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because such director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

A. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum;

B. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

C. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the Board of Directors or the stockholders. Common or interested directors may be counted in determining the

presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Article IX

Amendments

These Bylaws may be repealed, altered, amended or rescinded by the stockholders of the Corporation by vote of not less than 66.67% of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed repeal, alteration, amendment or rescission is included in the notice of such meeting). In addition, in accordance with the Certificate of Incorporation, the Board of Directors may repeal, alter, amend or rescind these Bylaws by the affirmative vote of at least 66.67% of the Board of Directors.

Article X

Forum

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware does not have jurisdiction, any other state or federal court located within the State of Delaware with jurisdiction) shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action, suit or proceeding brought on behalf of the Corporation, (ii) any action, suit or proceeding asserting a claim for or based on a breach of a fiduciary duty owed by any current or former director, officer, stockholder, employee or agent of the Corporation to the Corporation or to the Corporation's stockholders, including a claim alleging the aiding and abetting of such a breach of fiduciary duty, (iii) any action, suit or proceeding asserting a claim against the Corporation or any current or former director or officer or other employee of the Corporation arising pursuant to any provision of the General Corporation Law of Delaware or the Certificate of Incorporation or these By-Laws (as either may be amended from time to time), (iv) any action, suit or proceeding asserting a claim related to or involving the Corporation that is governed by the internal affairs doctrine, or (v) any action, suit or proceeding asserting an "internal corporate claim" as that term is defined in Section 115 of the General Corporation Law of Delaware.

Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended, against the Corporation or any officer or director of the Corporation.

Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

**AMENDMENT
TO THE
AMENDED AND RESTATED LIVEPERSON, INC.
2019 STOCK INCENTIVE PLAN**

THIS AMENDMENT (the "Amendment") of the Amended and Restated LivePerson, Inc. 2019 Stock Incentive Plan is dated as of May 22, 2025.

WHEREAS, the Board of Directors of LivePerson, Inc. (the "Company") has adopted the Amended and Restated LivePerson, Inc. 2019 Stock Incentive Plan (the "Plan"); and

WHEREAS, the Board of Directors of the Company deems it to be in the best interest of the Company to amend the Plan as more particularly set forth below, to, among other changes, increase the number of shares available for issuance under the Plan by 5,340,000 shares.

NOW, THEREFORE, the Plan shall be amended as follows:

1. *Stock Available for Awards.* Subsection 4(a)(1) of the Plan shall be deleted in its entirety and the following substituted in lieu thereof:
 - a. *Number of Shares.* Subject to adjustment under Section 9, Awards may be made under the Plan for up to the number of shares of common stock, \$0.001 par value per share, of the Company (the "Common Stock") that is equal to the sum of:
 - i. 24,490,000 shares of Common Stock;
 - ii. such additional number of shares of Common Stock is equal to the sum of (x) the number of shares of Common Stock reserved for issuance under the Company's Amended and Restated 2009 Stock Incentive Plan and the 2000 Stock Incentive Plan (the "Existing Plans") that remained available for grant under the Existing Plans as of June 6, 2019, and (y) the number of shares of Common Stock subject to awards granted under the Existing Plans which awards expire, terminate or are otherwise surrendered, canceled, forfeited or repurchased by the Company at their original issuance price pursuant to a contractual repurchase right, in each case, on or after June 6, 2019, subject, however, in the case of Incentive Stock Options (as hereinafter defined) to any limitations of the Code; provided that in no event shall the sum of (x) and (y) above exceed 11,645,851.
2. *General Provisions Applicable to Awards.* A new subsection 10(k) is hereby added to read as follows:

To the extent a Dividend Equivalent right or other right to dividends is provided in an award agreement with respect to any Award granted under the Plan, each Dividend Equivalent shall be credited to an account for the Participant and become payable only if and when the Awards to which it relates vest (and shall be paid at the same time as settlement or exercise of the Award, as applicable) or, if later, when the shareholders actually receive the corresponding dividend payment.
3. This Amendment shall be effective as of the date set forth above, provided that the amendments described in Section 1 of this Amendment shall be subject to and contingent on approval of the Company's stockholders at the 2025 Annual Meeting of Stockholders.
4. Except as expressly amended by this Amendment, all terms and conditions of the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned Secretary of the Company certifies that the foregoing Amendment to the Plan was duly adopted by the Board of Directors.

LIVEPERSON, INC.

By: /s/ Monica Greenberg
Name: Monica Greenberg
Title: General Counsel

CERTIFICATIONS

I, John Sabino, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of LivePerson, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 30, 2026

By: /s/ John Sabino

Name: **John Sabino**

Title: Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, John Collins, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of LivePerson, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 30, 2026

By: /s/ John Collins
Name: **John Collins**
Title: Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)