

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>LOCASCIO ROBERT P</u>  (Last) (First) (Middle) <u>C/O LIVEPERSON INC.,</u> <u>475 TENTH AVENUE, 5TH FLOOR</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIVEPERSON INC [ LPSN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2020		A		58,900 <sup>(1)</sup>	A	\$0	406,466 <sup>(2)</sup>	D	
Common Stock								4,226,983	I	By Ikon, LP

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$27.39 <sup>(3)</sup>	05/15/2020		A		133,000		(4)	04/16/2030	Common Stock	133,000	\$0	133,000	D	

**Explanation of Responses:**

- The reporting person was granted an award of restricted stock units under the terms of the LivePerson, Inc. 2019 Stock Incentive Plan consisting of a grant of 58,900 restricted stock units (the "RSUs"), each of which represents a contingent right to receive one share of common stock. Subject to the reporting person's continued employment with the issuer through the applicable vesting date, these RSUs are scheduled to vest in substantially equal installments on each of the first, second, third and fourth anniversaries of April 16, 2020.
- Number reported includes 281,256 unvested restricted stock units granted to and held by the reporting person following the reported transactions.
- The exercise price for this stock option, the formula for which was set in advance by the issuer's compensation committee, represents the average daily closing price of the issuer's common stock, as reported on the Bloomberg Market Data Feed, over the trading days during the thirty calendar day period ending on May 15, 2020.
- Subject to the reporting person's continued employment with the issuer through the applicable vesting date, this stock option, granted under the terms of the LivePerson, Inc. 2019 Stock Incentive Plan, is scheduled to vest in substantially equal installments on each of the first, second, third and fourth anniversaries of April 16, 2020.

**Remarks:**

/s/ Monica L. Greenberg,  
Attorney-in-Fact for Robert P. LoCascio 05/19/2020

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.