

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): February 16, 2024**

**LivePerson, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-30141**  
(Commission File Number)

**13-3861628**  
(I.R.S. Employer  
Identification No.)

**530 7th Ave, Floor M1  
New York, New York 10018**  
(Address of principal executive offices, with zip code)

**(212) 609-4200**  
Registrant's telephone number, including area code

**N/A**  
(Former name or former address, if changed since last report)

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

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

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

**Item 1.01. Entry into a Material Definitive Agreement.**

The information set forth in Item 3.03 of this Current Report is incorporated into this Item 1.01 by reference.

**Item 3.03. Material Modification to Rights of Security Holders.**

On February 16, 2024, LivePerson, Inc., a Delaware corporation (the “Company”) and Equiniti Trust Company, LLC, a New York limited liability trust company, as Rights Agent, entered into an Amendment to the Tax Benefits Preservation Plan (the “Amendment”), dated as of January 22, 2024 (the “Rights Agreement”). The Amendment makes certain technical amendments to the definition of “Beneficial Owner,” “Beneficial Ownership” and “Beneficially Own” under the Rights Agreement. Equiniti also serves as the transfer agent and registrar for the Company’s common stock.

The foregoing description of the Amendment is intended to provide a general description only, does not purport to be complete, and is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
4.1	<a href="#"><u>Amendment, dated as of February 16, 2024, to the Tax Benefits Preservation Plan, between LivePerson, Inc. and Equiniti Trust Company, LLC.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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

**LIVEPERSON, INC.**  
(Registrant)

Date: February 16, 2024

By: /s/ John Collins

**John Collins**

*Chief Financial Officer and  
Chief Operating Officer*

**AMENDMENT NO. 1  
TO  
TAX BENEFITS PRESERVATION PLAN**

This AMENDMENT NO. 1 (this "Amendment"), dated as of February 16, 2024, to the Tax Benefits Preservation Plan (the "Agreement"), dated as of January 22, 2024, between LivePerson, Inc., a Delaware corporation (the "Company"), and Equiniti Trust Company, LLC, a New York limited liability trust company ("Equiniti"), is entered into between the Company and Equiniti.

**RECITALS**

WHEREAS, the Company desires to amend certain definitions contained in the Agreement; and

WHEREAS, pursuant to, and subject to the terms of, Section 27 of the Agreement, prior to the Distribution Date, the Company may, upon prior approval of the Board, in its sole discretion, and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Agreement without the approval of any holders of Rights.

NOW, THEREFORE, in consideration of the covenants and agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

**ARTICLE I  
DEFINITIONS AND TERMS**

1.1 Definitions. Except as otherwise specifically provided herein, each capitalized term used but not defined herein shall have the meaning given to such term in the Agreement. Each reference herein to "the date of this Amendment" shall refer to the date first set forth above.

**ARTICLE II  
AMENDMENTS TO THE AGREEMENT**

2.1. Amendment to Section 1(f)(iii) of the Agreement. Section 1(f)(iii) of the Agreement is hereby amended by adding, immediately before the first semicolon, the phrase " , but only if the effect of such agreement, arrangement or understanding is to treat such Persons as an "entity" under Section 1.382-3(a)(1) of the Treasury Regulations".

2.2. Amendments to Section 1(f)(iv) of the Agreement.

(a) Section 1(f)(iv) of the Agreement is hereby amended by adding, immediately following the word "voting", the phrase "(except for voting pursuant to a revocable proxy or consent as described in clause (A) of paragraph (iii) of this Section 1(f))".

(b) Section 1(f)(iv) of the Agreement is hereby amended by adding, immediately following the words "control of the Company", the phrase " , but only if the effect of such agreement, arrangement or understanding is to treat such Persons as an "entity" under Section 1.382-3(a)(1) of the Treasury Regulations".

2.4. Amendment to Section 1(f)(v) of the Agreement. Section 1(f)(v) of the Agreement is hereby amended by adding, immediately following the words "sole discretion", the phrase " , in each case, only to the extent that ownership of such Company Securities would be attributable to such persons under Section 382 of the Code and the Treasury Regulations".

2.5. Amendment to Section 1(nn) of the Agreement. Section 1(nn) of the Agreement is hereby amended by adding, immediately before the word "group", the word "or".

**ARTICLE III  
MISCELLANEOUS**

3.1. Ratification. Except as expressly amended herein, all of the terms, conditions and other provisions of the Agreement are hereby ratified and confirmed and shall remain unmodified and in full force and effect in accordance with their respective terms.

3.2. Effect of Amendment. This Amendment shall form a part of the Agreement for all purposes. From and after the date of this Amendment, any reference in the Agreement to "this Agreement", "hereof", "herein", and "hereunder" and words or expressions of similar import shall refer to the Agreement as amended by this Amendment. The provisions of Sections 27 (Supplements and Amendments), 32 (Governing Law; Forum), 33 (Counterparts) and 34 (Descriptive Headings; Interpretation) of the Agreement shall apply *mutatis mutandis* to this Amendment, and to the Agreement as amended by this Amendment, taken together as a single agreement, reflecting the terms therein as modified hereby.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

LIVEPERSON, INC.

By: /s/ John Collins  
Name: John Collins  
Title: Chief Financial Officer and  
Chief Operating Officer

EQUINITI TRUST COMPANY, LLC

By: /s/ Adam E. Burke  
Name: Adam E. Burke  
Title: EVP, Chief Customer Officer

*[Signature Page to Amendment No. 1 to the Tax Benefits Preservation Plan]*