

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): April 7, 2011

LivePerson, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-30141
(Commission File Number)

13-3861628
(IRS Employer Identification No.)

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

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

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

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

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b), (c) and (e) On April 7, 2011, LivePerson, Inc. (the “Company”) issued a press release announcing that Daniel Murphy has been appointed as the Company’s Chief Financial Officer effective May 3, 2011. Mr. Murphy will succeed Timothy E. Bixby, the Company’s outgoing President and Chief Financial Officer, who announced his intention to leave the Company in late 2010. Mr. Bixby will remain at the company through May 13, 2011 in order to ensure an orderly transition.

Mr. Murphy, 44, will join LivePerson from Conductor, Inc., a provider of SEO measurement and optimization technology, where he has served as Chief Financial Officer since November 2009. Prior to Conductor, Inc., he served as Senior Vice President and Chief Financial Officer of Marketing Technology Solutions Inc., an interactive marketing company, from September 2004 through November 2009. Previously, Mr. Murphy served from 1991 through 2004 at Thomson Financial, a leading global information services company, in several senior finance and management roles of increasing responsibility. During his thirteen year tenure at Thomson Financial, Mr. Murphy served as the Chief Financial Officer of three of its business units, including its Sales, Marketing and Services organization, which was a \$1.6 billion business during his tenure.

In connection with his appointment, Mr. Murphy received and has agreed to the terms of an offer letter, dated March 29, 2011 (the “Offer Letter”), providing for (i) an annual base salary of \$300,000, (ii) a bonus for the 2011 fiscal year of \$120,000, and (iii) a option grant of 100,000 shares, which will vest in four 25% increments on each anniversary of the grant date. Mr. Murphy will be eligible for annual bonus awards and annual equity grants in accordance with Company policies, and will be entitled to participate in all of the employee benefit plans available to executives. His target annual bonus after the 2011 fiscal year will be \$150,000. Mr. Murphy’s employment with us will be at-will.

In the event that Mr. Murphy’s employment is terminated by the Company without “Cause” or by Mr. Murphy for “Good Reason” (each as defined in the Offer Letter), the Company will provide Mr. Murphy with 6 months base salary and bonus earned for the prior fiscal year if termination occurs prior to the payment date.

Further, if such termination occurs within the 12-month period following a Change of Control of the Company (as defined in the Offer Letter), in addition to the foregoing amounts, the total number of shares subject to any outstanding option and/or other equity awards held by Mr. Murphy at the time of his termination that would have vested in the 24-month period following his termination date if he had remained employed shall become immediately vested and exercisable on his termination date, and the vested portion of any outstanding option and/or other equity awards held by Mr. Murphy shall remain exercisable for 90 days following his termination date, but in no event later than the original term of the option as set forth in the applicable award agreement.

The foregoing description of Mr. Murphy’s terms of employment is qualified in its entirety by reference to the Offer Letter which will be filed as an exhibit to the Company’s report on Form 10-Q for the fiscal quarter ended March 31, 2011.

There were no arrangements or understandings between Mr. Murphy and any other persons pursuant to which Mr. Murphy was selected or nominated as an officer of the Company. Mr. Murphy does not have a family relationship with any director or executive officer of the Company. Other than as disclosed herein, there were no transactions since the beginning of the Company’s last fiscal year between the Company and Mr. Murphy.

As previously announced by the Company, Mr. Bixby will be departing from his positions as the Company's President and Chief Financial Officer after twelve years of dedicated service, as well as resigning from his seat on the Company's Board of Directors. In order to ensure a smooth transition, Mr. Bixby has agreed to amend his previously announced departure date of April 2, 2011 and, accordingly, will remain as a full-time employee of the Company and member of the Board of Directors until May 13, 2011. During the extended transition period, Mr. Bixby's base compensation will continue at \$325,000 per annum. In addition, Mr. Bixby will receive a cash bonus in the amount of \$15,000 and the vesting of 10,375 shares subject to an option granted to Mr. Bixby on April 1, 2008 will be accelerated such that such options will vest and become exercisable on May 13, 2011.

Mr. Bixby will continue to serve as the Company's principal financial officer until May 13, 2011, at which time Mr. Murphy will become the Company's principal financial officer.

On April 7, 2011, the Company issued a press release announcing the appointment of Mr. Murphy. The entire text of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by LivePerson, Inc. on April 7, 2011.

SIGNATURES

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

LIVEPERSON, INC.

(Registrant)

Date: April 7, 2011

By: /s/ Monica L. Greenberg

Monica L. Greenberg

Senior Vice President, Business Affairs and General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by LivePerson, Inc. on April 7, 2011.

For Immediate Release
Media Contact:

Liz Bacelar
LivePerson, Inc.
(212) 991-1708
ebacelar@liveperson.com

LivePerson Announces Appointment of Daniel Murphy as Chief Financial Officer

New York, NY – April 7, 2011 – LivePerson, Inc. (NASDAQ: LPSN), a leading provider of online, real-time intelligent engagement solutions, today announced that Daniel Murphy will join the Company as its Chief Financial Officer with an expected start date of May 3, 2011. Mr. Murphy will replace outgoing President and CFO Tim Bixby, who announced his intention to leave the Company late last year. Mr. Bixby will continue with the Company until May 13, 2011 to ensure a smooth transition to Mr. Murphy.

“I am very pleased to welcome Dan to the LivePerson management team,” said Robert LoCascio, LivePerson’s Founder and Chief Executive Officer. “He brings more than 20 years of broad experience in senior management, corporate finance and accounting roles, most recently serving as CFO at two marketing technology companies, and previously as CFO of multiple divisions of Thomson Financial (now Thomson Reuters). Dan’s proven track record as a financial executive for companies large and small, and his blend of experience in data intelligence and software will be an asset to LivePerson as we expand our business, and build upon our leading platform for intelligent engagement services.”

“I am very excited to join LivePerson as the Company targets its next phase of expansion and innovation. I look forward to supporting the company’s strategic plans, product innovation, and pursuit of excellence in real-time intelligent engagement,” said Mr. Murphy.

Mr. Murphy joins LivePerson from Conductor, Inc. a maker of a widely used search engine optimization platform for enterprises. He previously served as Chief Financial Officer of Marketing Technology Solutions (MTS). Prior to that, Mr. Murphy served for 13 years at Thomson Financial (now Thomson Reuters), a leading global information services company, where he held several management and finance roles of increasing responsibility and complexity, serving as CFO of multiple business units, including the then-\$1.6 billion Sales, Marketing and Services Organization for the financial services vertical, and supporting many successful acquisitions, as well as integrations of new products and businesses. Mr. Murphy received a Bachelor's degree in Business Administration from Saint Bonaventure University.

About LivePerson

LivePerson, Inc. (NASDAQ:LPSN) is a leading provider of real-time intelligent engagement solutions that optimize online conversions, customer service and support for companies of all sizes. Our web-based solutions use a scalable application and system architecture, allowing for quick deployment. LivePerson offers a secure and reliable platform for delivery of relevant, compelling and personalized online experiences. More than 8,500 companies including Cisco, Hewlett-Packard, IBM, Microsoft, Verizon, Overstock and Orbitz rely on LivePerson to maximize the impact of the online channel. LivePerson has been named one of America's 25 Fastest-Growing Tech Companies in 2010 by Forbes, and Company of the Year by Frost and Sullivan. LivePerson is headquartered in New York City with offices in Tel Aviv, Atlanta, London and San Francisco. For more information please visit <http://www.liveperson.com>.

Safe Harbor Provision

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