

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

LivePerson, Inc.

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(Exact name of registrant as specified in its charter)

Delaware

13-3861628

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(State of incorporation or organization) (I.R.S. Employer Identification No.)

462 Seventh Avenue, 10th Floor, New York, New York

10018-7606

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(Address of principal executive offices) (Zip Code)

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

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

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If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. / /

If this form relates to the registration of a class of securities pursuant  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), please check the following box. /X/

Securities Act registration statement file number to which this form relates:  
333-95689 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Common stock, par value \$0.001 per share

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(Title of Class)

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(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

For a description of the securities to be registered hereunder, reference  
is made to the information set forth under the heading "Description of Capital  
Stock" contained in the Registrant's Registration Statement on Form S-1, File  
No. 333-95689, as filed with the Securities and Exchange Commission on January  
28, 2000, as amended, which information is hereby incorporated by reference.

ITEM 2. EXHIBITS.

The following exhibits to this Registration Statement have been filed as exhibits to the Registrant's Registration Statement on Form S-1 and are hereby incorporated herein by reference.

- 3.1 Third Amended and Restated Certificate of Incorporation
- 3.2 Form of amended and restated certificate of incorporation to be in effect upon the closing of the offering
- 3.3 Bylaws.
- 3.4 Form of amended and restated bylaws to be in effect upon the closing of the offering
- 3.5 Certificate of Amendment to Third Amended and Restated Certificate of Incorporation
- 4.1 Specimen common stock certificate
- 4.2 Second Amended and Restated Registration Rights Agreement
- 4.3 See Exhibits 3.1, 3.2, 3.3, 3.4 and 3.5 for further provisions defining the rights of holders of common stock of the Registrant
- 10.6 2000 Stock Incentive Plan
- 10.7 Employee Stock Purchase Plan

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) LivePerson, Inc.  
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Date March 28, 2000  
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By /s/ Timothy E. Bixby  
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Timothy E. Bixby  
Executive Vice President, Chief Financial Officer and Secretary