

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 5, 2014**

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**LivePerson, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

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

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

**475 Tenth Avenue, 5th Floor**  
**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)

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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 1.01. Entry into Material Definitive Agreement.**

On November 5, 2014, LivePerson, Inc. (“LivePerson”) entered into a definitive Agreement and Plan of Merger (the “Merger Agreement”) with Catalyst Lightning LLC (a wholly-owned subsidiary of LivePerson), Contact At Once!, LLC (“Contact At Once!”) and Fulcrum Growth Fund II QP, LLC (as the Contact At Once! shareholders’ representative) to acquire Contact At Once! in a merger transaction pursuant to which Contact At Once! will become a wholly-owned subsidiary of LivePerson (the “Merger”). Pursuant to the terms of the Merger Agreement, LivePerson will acquire all of the outstanding equity interests of Contact At Once! in exchange for approximately \$43 million in cash, and approximately \$22 million in shares of LivePerson common stock, as well as up to an additional \$5 million in cash or shares of LivePerson common stock based on the achievement of certain financial, strategic and integration targets during calendar year 2015. The financial targets are based on revenues and EBITDA of Contact At Once! during calendar year 2015. The strategic targets are based on various customer retention objectives and the completion of various market and competitor analyses, as well as succession planning. The integration targets are based on the successful integration of Contact At Once!’s products with LivePerson’s products.

The Merger Agreement contains customary representations, warranties and covenants. With the exception of certain matters, the indemnification obligations of the LLC members of Contact At Once! for breaches of representations and warranties will be subject to a \$100,000 aggregate threshold, but once the aggregate amount of LivePerson’s damages exceeds the threshold, it will have the right to recover the full amounts due without regard to the threshold. The indemnification obligations of the LLC members of Contact At Once! will be secured by an escrow fund of \$7.8 million. The representations and warranties of Contact At Once! will generally survive for 18 months after the closing of the Merger. The Merger Agreement contains customary termination rights in favor of each of LivePerson and Contact At Once!.

The merger has been approved by the boards of directors of LivePerson and Contact At Once! and by the requisite LLC members of Contact at Once!. The consummation of the Merger is subject to customary closing conditions. The Merger is expected to close promptly.

Upon the closing of the transaction, LivePerson will issue shares of its common stock to the LLC members of Contact At Once! in a private placement, in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended, provided by Section 4(2) and Regulation D thereunder. The shares of LivePerson common stock issued in the Merger to certain of the LLC members of Contact At Once! will be subject to certain resale limitations.

No representation, warranty, covenant or agreement described above or contained in the Merger Agreement is, or should be construed as, a representation or warranty by LivePerson to any investor or a covenant or agreement of LivePerson with any investor. The representations, warranties, covenants and agreements contained in the Merger Agreement are solely for the benefit of LivePerson and Contact At Once! and are qualified by disclosures between the parties.

On November 5, 2014, LivePerson issued a press release announcing the merger, a copy of which is filed with this report as Exhibit 99.1 and is incorporated by reference into this report.

**Item 3.01. Unregistered Sales of Equity Securities.**

The information contained in Item 1.01 of this report is incorporated by reference herein.

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

(d) Exhibits. The following documents are included as exhibits to this report:

99.1 Press release issued November 5, 2014 relating to the acquisition of Contact At Once!, LLC.

**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: November 5, 2014

By:           /s/ DANIEL R. MURPHY            
Daniel R. Murphy  
*Chief Financial Officer*

## EXHIBIT INDEX

99.1 Press release issued November 5, 2014 relating to the acquisition of Contact At Once!, LLC.

# LivePerson Announces Agreement to Acquire Contact At Once!

*Acquisition to add unique digital engagement capability for online marketplaces and expand client base*

New York, November 5, 2014 - LivePerson, Inc., (NASDAQ: LPSN), a leading provider of digital engagement solutions, today announced that it has entered into a definitive agreement to acquire Contact At Once!, LLC (“CAO” or “Contact At Once!”), a software company with a cloud-based platform that connects consumers to businesses across a variety of websites through chat, mobile and video.

Contact At Once! is the leading chat provider in the automotive industry with a customer base that includes over 13,000 dealerships, many auto manufacturers and most major car search and advertising sites. The company is also making early inroads into the real estate industry, particularly in the multi-family apartment rentals and homebuilder verticals. CAO’s unique platform enables a consumer to initiate a chat with a merchant from a variety of search, content aggregation, and other multi-listing websites.

Under the merger agreement for the transaction, LivePerson will acquire all of the outstanding equity interests of Contact At Once! for an aggregate purchase price of \$65 million, consisting of approximately \$43 million of cash and \$22 million of common stock. CAO may also receive up to \$5 million of contingent consideration subject to achieving certain targeted financial, strategic and integration objectives and milestones.

“We welcome CEO John Hanger and EVP Strategy Marc Hayes, their successful team of 170 employees and the company’s impressive roster of customers,” said LivePerson CEO Robert LoCascio. “CAO’s technology is unique because it enables for the routing and tracking of the chat from multiple websites directly to an individual business through a single user interface. Their technology and vision align strongly to our core strategy of enabling a greater number of consumers to engage businesses in real-time from any digital channel, across any device. With our combined customer bases and platform capabilities, we see a lot of opportunity for growth into new and existing verticals.”

Since its launch nearly ten years ago, Georgia-based CAO has set a strong record for execution, delivering thirty three consecutive quarters of revenue growth. The company is uniquely positioned with patented technology that enables the embedding of two-way communication systems within online advertisements and search results. In one study of auto dealer websites in 2013, Contact At Once! chat was shown to help increase the number of leads generated by nearly 80%. Customers have also reported increases in the number of leads generated from online ad listings after engaging CAO’s platform.

“We are excited about joining forces with LivePerson, a company that consistently demonstrates technology leadership in the arena of proactive consumer engagement, driven by a patented behavioral targeting engine,” said Contact At Once! CEO John Hanger. “Our customers will benefit from LivePerson’s financial strength and commitment to innovation. We also look forward to leveraging the synergies of our combined customer bases and capitalizing on the Company’s international infrastructure to expand overseas.”

## Financial Outlook

CAO is expected to contribute \$3.0 million of revenue to LivePerson in the fourth quarter of fiscal 2014 stub period and to be accretive to LivePerson’s revenue growth rate in 2015. LivePerson expects CAO to be accretive to earnings on a non-GAAP basis in its first year. LivePerson anticipates approximately \$1.5 million of deal costs and amortization of purchased intangibles in the fourth quarter of 2014.

## About LivePerson

LivePerson, Inc. (Nasdaq: LPSN) offers a cloud-based platform that enables businesses to proactively connect in real-time with their customers via chat, voice, and content delivery at the right time, through the right channel, including websites, social media, and mobile devices. This “intelligent engagement” is driven by real-time behavioral analytics, producing connections based on a true understanding of business objectives and customer needs. For more information, please visit [www.liveperson.com](http://www.liveperson.com). To view other global press releases about LivePerson, please visit [pr.liveperson.com](http://pr.liveperson.com).

## **About Contact At Once!**

Contact At Once! software boosts engagement by making it easy for consumers to connect with businesses and ask questions at the moment their interest in a product is piqued. More engagement translates into more sales, and that's why 13,000 organizations and some of the most highly trafficked advertising websites rely on the Contact At Once! digital conversations platform to build relationships with online shoppers. For more information, visit [www.contactatonce.com](http://www.contactatonce.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, including but not limited to financial guidance, 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 progress, 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. For a discussion of the factors that could cause actual results to differ materially from those discussed in the forward-looking statements contained herein, please refer to the reports and documents filed from time to time by us with the Securities and Exchange Commission.

Source: LivePerson, Inc.

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