

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): November 14, 2023

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	LPSN	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 3.02. Unregistered Sales of Equity Securities.**

As previously disclosed, LivePerson, Inc. ("LivePerson" or the "Company") agreed, in the third quarter of 2023, to satisfy the final portion of the earn-out payable in connection with its acquisition of VoiceBase, Inc. for approximately \$15.0 million, to be paid during the fourth quarter of 2023 in cash or shares of the Company's common stock at the Company's election. On November 14, 2023, the Company elected to issue 4,609,520 shares of its common stock in satisfaction of the final portion of the earn-out. The issuance of these earn-out shares did not involve a public offering and was exempt from registration under the Securities Act of 1933, as amended, pursuant to Section 4(a)(2) thereof.

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**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 17, 2023

By: /s/ Monica L. Greenberg  
**Monica L. Greenberg**  
*Executive Vice President, Policy and  
General Counsel*