

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LOCASCIO ROBERT P</u> (Last) (First) (Middle) <u>C/O LIVEPERSON INC.,</u> <u>475 TENTH AVENUE, 5TH FLOOR</u> (Street) <u>NEW YORK NY 10018</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIVEPERSON INC [LPSN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/08/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/08/2020		M		200,000	A	\$13.28	606,466 ⁽¹⁾	D	
Common Stock	12/08/2020		S		200,000	D	\$56.4 ⁽²⁾	406,466 ⁽¹⁾	D	
Common Stock	12/09/2020		M		46,584	A	\$13.28	453,050 ⁽¹⁾	D	
Common Stock	12/09/2020		S		39,769	D	\$56.61 ⁽³⁾	413,281 ⁽¹⁾	D	
Common Stock	12/09/2020		S		6,815	D	\$57.23 ⁽⁴⁾	406,466 ⁽¹⁾	D	
Common Stock	12/10/2020		M		153,416	A	\$13.28	559,882 ⁽¹⁾	D	
Common Stock	12/10/2020		S		148,460	D	\$56.11 ⁽⁵⁾	411,422 ⁽¹⁾	D	
Common Stock	12/10/2020		S		4,956	D	\$56.84 ⁽⁶⁾	406,466 ⁽¹⁾	D	
Common Stock								4,226,983	I	By Ikon, LP

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.28	12/08/2020		M			200,000	(7)	04/22/2021	Common Stock	200,000	\$0	200,000	D	
Stock Option (Right to Buy)	\$13.28	12/09/2020		M			46,584	(7)	04/22/2021	Common Stock	46,584	\$0	153,416	D	
Stock Option (Right to Buy)	\$13.28	12/10/2020		M			153,416	(7)	04/22/2021	Common Stock	153,416	\$0	0	D	

Explanation of Responses:

- Number reported includes 281,256 unvested restricted stock units granted to and held by the reporting person following the reported transactions.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.15 to \$57.05, inclusive. The reporting person undertakes to provide to LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2, 3, 4, 5 and 6 to this Form 4.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.99, inclusive.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.00 to \$57.68, inclusive.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.69 to \$56.67, inclusive.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.70 to \$56.95, inclusive.
- The option is fully exercisable and is scheduled to expire under its terms on April 22, 2021.

Remarks:

/s/ Monica L. Greenberg,
Attorney-in-Fact for Robert P. LoCascio 12/10/2020

** Signature of Reporting Person Date

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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