

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)  
February 7, 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  
(IRS Employer  
Identification No.)

530 7th Ave, Floor M1  
New York, New York 10018  
(Address of principal executive offices, including 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 (see General Instruction A.2. below):

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

On February 7, 2023, the Board of Directors (the “**Board**”) of LivePerson, Inc. (the “**Company**”) appointed Jim Miller as a Class II director with a term expiring at the Company’s 2023 Annual Meeting of Stockholders. Mr. Miller was appointed to serve on the Board’s Nominating and Corporate Governance and Operating Committees.

Mr. Miller brings over 20 years of board, C-Suite and executive experience at leading technology and e-commerce companies such as Google, Wayfair, The Real Real, Amazon, Sanmina-SCI and Cisco.

Mr. Miller will receive standard director fees and benefits, including an initial grant of equity under the Company’s 2019 Stock Incentive Plan. There is no arrangement or understanding between Mr. Miller and any other persons or entities pursuant to which he was appointed as a director. Mr. Miller is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. The Company intends to enter into its form of director and executive officer indemnification agreement with Mr. Miller, a copy of which has been filed as Exhibit 10.6 to the Company’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 13, 2012.

Mr. Miller replaces Ernest Cu, who resigned from the Board on February 7, 2023, effective immediately prior to Mr. Miller's appointment. There is no disagreement between the Company and Mr. Cu on any matter relating to the Company’s operations, policies or practices. Following the resignation of Mr. Cu and the appointment of Mr. Miller, the size of the Board remains at nine directors.

In order to rebalance the classes of the Board following the appointments of Vanessa Pegueros, Bruce Hansen, and Yael Zheng (as previously disclosed in the current report on Form 8-K filed by the Company on December 30, 2022), Ms. Jill Layfield resigned from the Board and was immediately re-appointed as Class II director with a term expiring at the Company’s 2023 Annual Meeting of Stockholders on February 8, 2023. Ms. Layfield’s committee memberships and compensation arrangements remain unaffected as a result of her reappointment, and she remains the Board’s Lead Independent Director. Following the appointment of Mr. Miller and the re-appointment of Ms. Layfield, Class II of the Board is composed of Mr. Miller, Ms. Layfield, and Mr. Fred Mossler.

**ITEM 8.01 Other Events.**

On February 13, 2023, the Company issued a press release announcing the appointment of Mr. Miller. A copy of this press release is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release, issued February 13, 2023.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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: February 13, 2023

By: /s/ Monica L. Greenberg  
Monica L. Greenberg  
Executive Vice President, Business Affairs and General  
Counsel

## LivePerson Appoints Jim Miller to Board of Directors

**NEW YORK, Feb. 13, 2023** – LivePerson, Inc. (NASDAQ: LPSN) (“LivePerson” or the “Company”), a global leader in Conversational AI, today announced that James “Jim” Miller, former Chief Technology Officer of Wayfair, Inc., has been appointed as an independent member of the Company’s Board of Directors (“Board”), effective immediately. Miller replaces Ernest Cu, who stepped down from the Company’s Board due to other professional obligations requiring increased commitment of time.

“Jim is an outstanding addition to our board,” said Rob LoCascio, Founder, Chairman and CEO of LivePerson. “He brings deep leadership experience and expertise in technology systems, software development, data and e-commerce. I am confident that Jim will be an asset to our Company and Board, bringing complementary skills and expertise to our Board of experienced and talented directors.”

“We are very excited to add Jim to our Board” said Jill Layfield, Lead Independent Director of LivePerson. “Building on our recent appointments of Vanessa, Bruce and Yael, we have a strong blend of highly valuable skill sets, expertise and institutional knowledge across the full Board to oversee the Company’s continued evolution with a focus on long-term value creation.”

Miller commented, “I am excited to join LivePerson’s board and eager to work with this strong and dedicated group of leaders. I have admired the Company’s innovation at the intersection of consumer experience and AI and look forward to contributing to the Company’s vision and goals.”

Miller will fill the seat of Ernest Cu, who has stepped down in light of increased professional obligations outside of LivePerson. “Ernest has been a valued member of our Board, and on behalf of the full Board I thank him for his valued insights and contributions during his tenure,” said Layfield.

Following the appointment of Miller, LivePerson’s Board will continue to comprise nine directors, eight of whom are independent and nearly half of whom have joined the Board in the past year. This board appointment was unanimously approved by the LivePerson Board.

### About Jim Miller

Jim Miller brings over 20 years of board, C-Suite and executive experience at leading technology and e-commerce companies such as Google, Wayfair, The Real Real, Amazon, Sanmina-SCI and Cisco. Mr. Miller served as Chief Technology Officer of Wayfair, Inc. from 2019 to 2022. Prior to Wayfair, he served as Chief Executive Officer of AREVO Inc., a 3-D printing company, and previously held executive leadership roles at Google including Vice President of Operations, Ads and Commerce, and Vice President of Worldwide Operations & Google Energy LLC. Prior to joining Google, Miller was Executive Vice President at Sanmina-SCI Corporation, one of the world’s largest electronic manufacturing service providers. Miller has also held executive roles in operations and supply chain at FirstSolar, Inc., Cisco Systems, Inc. and Amazon.com, Inc. Miller currently serves on the boards of The RealReal, Inc., a Nasdaq-listed online luxury resale store and Brambles Ltd., an ASX-listed supply-chain logistics company. He previously served on the board of Wayfair before becoming its Chief Technology Officer, and ITRenew, Inc., a privately-held global provider of data sanitization and IT asset disposition (ITAD) services.

Miller holds an M.B.A. from the Sloan School of Management at Massachusetts Institute of Technology, an M.S. in Mechanical Engineering and Management from the Massachusetts Institute of Technology and a B.S. in Aeronautical and Astronautical Engineering from Purdue University.

### About LivePerson, Inc.

LivePerson (NASDAQ: LPSN) is a global leader in Conversational AI. Hundreds of the world’s leading brands — including HSBC, Virgin Media, and GM Financial — use our Conversational Cloud platform to engage with millions of consumers as personally as they would with one. We power nearly a billion conversational interactions every month, providing a uniquely rich data set to build connections that reduce costs, increase revenue, and are anything but artificial. Fast Company named us the #1 Most Innovative AI Company in the world. To talk with us or our Conversational AI, please visit [liveperson.com](https://liveperson.com).

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## **Forward Looking Statements**

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 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. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include without limitation, our ability to execute on and deliver our current plans and goals, and the other factors described in the Risk Factors section of the Company's most recently filed Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on February 28, 2022, as amended by the Form 10-K/A filed on May 2, 2022, and as from time to time updated in LivePerson's Quarterly Reports on Form 10-Q. The list of Risk Factors 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.

### **Media Contact:**

Mike Tague  
pr@liveperson.com

SOURCE LivePerson, Inc.

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