

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Carlough Daryl</u>  (Last) (First) (Middle) C/O LIVEPERSON, INC. 475 TENTH AVENUE, 5TH FLOOR  (Street) NEW YORK NY 10018  (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)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>SVP, Global &amp; Corp Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/17/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/17/2020		M <sup>(1)</sup>		1,827	A	\$12.45	27,540 <sup>(2)</sup>	D	
Common Stock	08/17/2020		S <sup>(1)</sup>		1,566	D	\$58.95	25,974 <sup>(2)</sup>	D	
Common Stock	08/17/2020		S <sup>(1)</sup>		261	D	\$60	25,713 <sup>(2)</sup>	D	
Common Stock	08/17/2020		M		12,824	A	\$9.34	38,537 <sup>(2)</sup>	D	
Common Stock	08/17/2020		M		2,625	A	\$10.13	41,162 <sup>(2)</sup>	D	
Common Stock	08/17/2020		M		1,250	A	\$7.6	42,412 <sup>(2)</sup>	D	

**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
Stock Option (Right to Buy)	\$12.45	08/17/2020		M <sup>(1)</sup>			1,827	(3)	02/16/2028	Common Stock	1,827	\$0	46,641	D	
Stock Option (Right to Buy)	\$9.34	08/17/2020		M			12,824	(3)	10/31/2023	Common Stock	12,824	\$0	30,000	D	
Stock Option (Right to Buy)	\$10.13	08/17/2020		M			2,625	(3)	04/25/2024	Common Stock	2,625	\$0	0	D	
Stock Option (Right to Buy)	\$7.6	08/17/2020		M			1,250	(4)	05/05/2027	Common Stock	1,250	\$0	3,750	D	

**Explanation of Responses:**

- The exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Number reported includes 10,612 unvested restricted stock units granted to and held by the reporting person as of the date of this filing.
- The Option is fully exercisable.
- The Option vested with respect to 25% of the option on May 5, 2018 and continues to vest with respect to 6.25% of the option each quarter thereafter.

**Remarks:**

/s/ Monica L. Greenberg, as attorney-in-fact for Daryl Carlough 08/19/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.