

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>Sabino Anthony John</u>			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) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2024</u>					
C/O LIVEPERSON 530 7TH AVE, FLOOR M1			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		
(Street)	NEW YORK NY 10018		Rule 10b5-1(c) Transaction Indication					
(City)	(State)	(Zip)	<input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

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	03/15/2024		A		2,580,645 ⁽¹⁾	A	\$0	2,580,645	D	
Common Stock	03/15/2024		A		774,194 ⁽²⁾	A	\$0	3,354,839	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)	\$1.02	03/15/2024		A		1,000,000		(3)	03/15/2034	Common Stock	1,000,000	\$0	1,000,000	D	

Explanation of Responses:

- The Reporting Person was granted 2,580,645 restricted stock units ("RSU"s) under the terms of the LivePerson, Inc. 2018 Inducement Plan (the "Plan"), and each RSU represents a contingent right to receive one share of the Issuer's common stock. Subject to the Reporting Person's continued employment with the Issuer through the applicable vesting date, 25% of the RSU's are scheduled to vest on March 15, 2025, and 6.25% of the RSU's are scheduled to vest in equal quarterly installments thereafter, so that 100% of the RSU's will be fully vested on March 15, 2028.
- The Reporting Person was granted 774,194 RSUs under the terms of the Plan, and each RSU represents a contingent right to receive one share of the Issuer's common stock. Subject to the Reporting Person's continued employment with the Issuer through the applicable date, 50% of the RSUs are scheduled to vest on March 15, 2025, and 50% of the RSUs are scheduled to vest on March 15, 2026, so that 100% of the RSUs will be fully vested on March 15, 2026.
- The Reporting Person was granted an option to purchase 1,000,000 shares of the Issuer's common stock under the terms of the Plan. Subject to the Reporting Person's continued employment with the Issuer through the applicable date, the option will become exercisable, if at all, when the performance-based and time-based conditions are met. The option will become exercisable in two equal installments if the average closing price of the Issuer's common stock on the NASDAQ exceeds \$8 and \$13, respectively, for 30 rolling trading days, prior to January 10, 2027, and January 10, 2028, respectively. To the extent the foregoing performance-based conditions are met, 50% of the option will be exercisable on March 15, 2026, and 1/24th of the option will be exercisable in equal monthly installments thereafter.

Remarks:

/s/ Monica L. Greenberg,
Attorney-in-Fact for Anthony John Sabino 03/19/2024

** 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.