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 6, 2012

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.)

475 Tenth Avenue, New York, New York

10018

(Address of Principal Executive Offices)	(Zip Code)
Registrant's telephone number, including area code: (212) 609-4200	
(Former name or former address, if changed since last report)	
ck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the regis isions:	strant under any of the following
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))	

Item 2.02. Results of Operations and Financial Condition.

A copy of the press release issued by LivePerson, Inc. (the "Registrant") on November 6, 2012, announcing its results of operations and financial condition for the quarter ended September 30, 2012, is included herewith as Exhibit 99.1 and is incorporated herein by reference. The information included in this Current Report on Form 8-K (including Exhibit 99.1 hereto) that is furnished pursuant to this Item 2.02 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a) (2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference into such filing.

Item 7.01. Regulation FD Disclosure.

The Registrant announced today that it has signed a definitive agreement to acquire ENGAGE Pty Ltd., an Australia-based provider of SaaS-based customer contact solutions. A copy of the press release relating to this acquisition is attached as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits. The following documents are included as exhibits to this report:
 - 99.1 Press release issued November 6, 2012 relating to results of operations and financial condition for the quarter ended September 30, 2012
 - 99.2 Press release issued November 6, 2012 relating to the acquisition of ENGAGE Pty Ltd.

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 6, 2012 By: <u>/s/ DANIEL R. MURPHY</u>

Daniel R. Murphy Chief Financial Officer

EXHIBIT INDEX

- Press release issued November 6, 2012 relating to results of operations and financial condition for the quarter ended September 30, 2012.
 Press release issued November 6, 2012 relating to the acquisition of ENGAGE Pty Ltd.

Investor contact: Stacey Yonkus 212-609-4236 syonkus@liveperson.com

LivePerson Announces Third Quarter 2012 Financial Results

- -- Reports Revenue of \$39.7 Million --
- -- Adjusted EPS of \$0.08; GAAP EPS of \$0.03 --
- -- Posts Record Bookings of \$8.1 Million; Signs Record Number of Deals --

NEW YORK, November 6, 2012 /PRNewswire/ -- LivePerson, Inc. (Nasdaq: LPSN), a provider of real-time intelligent engagement solutions that increase conversions and improve customer experience, today announced financial results for the third quarter ended September 30, 2012.

Revenue

Revenue from business operations (B2B) for the third quarter was \$36.1 million, a 17% increase as compared to the third quarter of 2011. Total revenue for the third quarter was \$39.7 million, a 16% increase from the third quarter of 2011. Revenue from consumer operations for the third quarter was \$3.6 million, flat versus the third quarter of 2011.

"During the quarter we saw continued strength in many of our key business and financial metrics, all indicators that point to the overall health of the business. We signed a record number of deals and bookings topped \$8 million. We also continued to strengthen our core product offerings, making substantial progress with the integration of our advanced predictive targeting capabilities, rolling out a fortified turnkey mobile solution and advancing with our overall platform strategy," said CEO Robert LoCascio.

Customer Expansion

LivePerson added 51 new enterprise and midmarket clients during the quarter, including:

- Tupperware
- Smith & Wesson
- Seamless
- · Restaurant.com

The Company also expanded business with:

- Virgin Atlantic
- Deutsche Telekom
- Forex Capital Markets
- PR Newswire

Net Income

Net income for the third quarter of 2012 was \$1.6 million or \$0.03 per share as compared to net income of \$2.7 million or \$0.05 per share in the third quarter of 2011. Net income during the third quarter of 2012 was impacted by deal and litigation related expenses of approximately \$0.7 million.

Adjusted Net Income and Adjusted EBITDA

LivePerson considers adjusted net income and adjusted earnings before other income/(expense), taxes, depreciation, amortization, stock-based compensation and other non-cash charges, if any (adjusted EBITDA) to be important financial indicators of the Company's operational strength and the performance of its business. These results should be considered in addition to results prepared in accordance with generally accepted accounting principles (GAAP), but should not be considered as a substitute for, or superior to, GAAP results.

The difference between adjusted EBITDA per share, a non-GAAP measure, and GAAP EPS, is other income/(expense), taxes, depreciation, amortization, stock-based compensation and other non-cash charges, if any. The difference between adjusted net income per share and GAAP EPS is amortization of intangible assets and stock-based compensation.

A reconciliation of the differences between adjusted EBITDA and adjusted net income, and the most comparable financial measure calculated and presented in accordance with GAAP, is presented under the heading "Reconciliation of Non-GAAP Financial Information to GAAP" immediately following the Condensed Consolidated Statements of Income included below.

Adjusted net income for the third quarter of 2012 was \$4.6 million or \$0.08 per share, as compared to adjusted net income of \$4.8 million or \$0.09 per share in the third quarter of 2011. Adjusted Net income during the third quarter of 2012 was impacted by deal and litigation related expenses of approximately \$0.7 million.

Adjusted EBITDA for the third quarter of 2012 was \$7.4 million or \$0.13 per share, as compared to adjusted EBITDA of \$8.9 million or \$0.16 per share in the third quarter of 2011. Adjusted EBITDA during the third quarter of 2012 was impacted by deal and litigation related expenses of approximately \$0.7 million.

Cash

The Company's cash balance was \$103.3 million at September 30, 2012 as compared to \$100.6 million as of June 30, 2012. The Company generated \$3.4 million of cash from operations in the third quarter, and incurred planned capital expenditures related primarily to the purchase of servers and computer networking equipment, resulting in a cash outlay of approximately \$3.9 million.

Financial Guidance

The Company's 2012 guidance reflects previously disclosed deal related expenses including amortization, as well as expenses associated with ongoing litigation and international expansion. The following is the Company's current expectations for financial and operating performance:

Fourth Quarter 2012

- Revenue of \$41.5 \$42 million
- Adjusted EBITDA of \$0.12 \$0.14 per share
- Adjusted net income per share of \$0.07 \$0.09
- GAAP EPS of \$0.02 \$0.04
- Fully diluted share count of approximately 58.3 million

Full Year 2012

- Revenue of \$156.5 \$157 million
- Adjusted EBITDA of \$0.51 \$0.54 per share
- Adjusted net income per share of \$0.30 \$0.33
- GAAP EPS of \$0.10 \$0.13
- Fully diluted share count of approximately 57.5 million

Other Full Year 2012 Assumptions

- Amortization of intangibles of approximately \$0.6 million
- Stock-compensation expense of approximately \$10.7 million
- Depreciation of approximately \$7.8 million
- Effective tax rate of approximately 39%
- Cash tax rate of approximately 37%
- Capital expenditures of approximately \$10.4 million
- Costs associated with acquisitions, litigation and international expansion of approximately \$5 million
- Acquisition-related operating expenses of \$1.5M from the acquisitions of Amadesa and Look.io

Stock-Based Compensation

Included in the accompanying financial results are expenses related to stock-based compensation, as follows (in thousands):

	3 months ended	9 months ended
	Sept 30, 2012	Sept 30, 2012
Cost of revenue	\$ 428	\$ 1,130
Product development	807	2,206
Sales and marketing	822	2,113
General and administrative	795	2,197
Total	\$ 2,852	\$ 7,646

Amortization of Intangible Assets

Included in the accompanying financial results are expenses related to the amortization of intangible assets, as follows (in thousands):

	3 months ended	9 months end			
	Sept 30, 2012		Sept 30, 2012		
Cost of revenue	\$ 129	\$	196		
General and administrative	11		98		
Total	\$ 140	\$	294		

Earnings Teleconference and Video Discussion Information

The Company will discuss its third quarter 2012 financial results during a teleconference today, November 6, 2012 at 5:00 p.m. ET. To participate via telephone domestic callers (U.S. and Canada) should dial 877-507-3684, while international callers should dial 706-634-9559, both should reference the conference ID "57153167". The conference call will also be simulcast live on the Internet and can be accessed by logging onto the investor relations section of the Company's web site at: http://www.liveperson.com/about/ir.

If you are unable to participate on the live call, the teleconference will be available for replay approximately two hours after the call. To access the replay, please call 855-859-2056 (U.S. and Canada) or 404-537-3406 (international). Please reference the conference ID "57153167".

The Company will also post a video discussion of its third quarter results on YouTube. To view, click on the following link: http://www.youtube.com/user/myliveperson.

About LivePerson

LivePerson, Inc. (Nasdaq: LPSN) offers a cloud-based platform that enables businesses to proactively connect in real-time with their customers via chat, voice, and content delivery at the right time, through the right channel, including websites, social media, and mobile devices. This "intelligent engagement" is driven by real-time behavioral analytics, producing connections based on a true understanding of business objectives and customer needs.

More than 8,500 companies rely on LivePerson's platform to increase conversions and improve customer experience, including Hewlett-Packard, IBM, Microsoft, Verizon, Sky, Walt Disney, PNC, QVC and Orbitz.

LivePerson received the CODiE award for Best Content Management Solution in 2012 and for Best Ecommerce Solution in 2011, and has been named a Company of the Year by Frost and Sullivan in 2011. LivePerson is headquartered in New York City with offices in San Francisco, Atlanta, Tel Aviv, London and Melbourne.

For more information, please visit www.liveperson.com.

To view other recent press releases about LivePerson, click on the following link: http://pr.liveperson.com.

Non-GAAP Financial Disclosure

Investors are cautioned that the following financial measures used in this press release are defined as "non-GAAP financial measures" by the Securities and Exchange Commission, or SEC: adjusted EBITDA, or earnings/(loss) before other income/(expense), taxes, depreciation, amortization, stock-based compensation, other non-cash charges, if any; and adjusted net income, or net income excluding amortization of intangible assets and stock-based compensation. These measures may be different from non-GAAP financial measures used by other companies. The presentation of this financial information, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation. In addition, although we have provided a reconciliation of these measures to the nearest comparable GAAP measures, they should not be construed as alternatives to any other measures of performance determined in accordance with generally accepted accounting principles, or as indicators of our operating performance, liquidity or cash flows generated by operating, investing and financing activities, as there may be significant factors or trends that they fail to address. We present this financial information because we believe that it is helpful to some investors as a measure of our performance. We caution investors that non-GAAP financial information, by its nature, departs from traditional accounting conventions; accordingly, its use can make it difficult to compare our current results with our results from other reporting periods and with the results of other companies.

Safe Harbor Provision

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, including but not limited to financial guidance, 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 progresses, 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. Actual events or results may differ materially from those contained in the projections or forward-looking statements. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include, without limitation: potential fluctuations in our quarterly and annual results; potential fluctuations in litigation, transaction-related and other costs; costs associated with our international expansion; the adverse effect that the global economic downturn may have on our business and results of operations; competition in the online sales, marketing, customer service and online engagement solutions markets; our ability to retain existing clients and attract new clients; risks related to new regulatory or other legal requirements that could materially impact our business; impairments to goodwill that result in significant charges to earnings; volatility of the value of certain currencies in relation to the US dollar, particularly the New Israeli Shekel, U.K. pound and Euro; risks related to our international operations, particularly our operations in Israel, and the civil and political unrest in that region; responding to rapid technological change and changing client preferences; our ability to retain key personnel and attract new personnel; risks related to the ability to successfully integrate past or potential future acquisitions; technology systems beyond our control and technology-related defects that could disrupt the LivePerson services; increased allowances for doubtful accounts as a result of an increasing amount of receivables due from customers with greater credit risk; privacy concerns relating to the Internet that could result in new legislation or negative public perception; risks related to the regulation or possible misappropriation of personal information belonging to our customers' Internet users; legal liability and/or negative publicity for the services provided to consumers via our technology platforms; risks related to protecting our intellectual property rights or potential infringement of the intellectual property rights of third parties; and risks related to our common stock being traded on more than one securities exchange, which may result in additional variations in the trading price of our common stock. This list 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. Readers are referred to the reports and documents filed from time to time by us with the Securities and Exchange Commission for a discussion of these and other important risk factors that could cause actual results to differ from those discussed in forward-looking statements.

LivePerson, Inc. Condensed Consolidated Statements of Income

(In Thousands, Except Share and Per Share Data)
Unaudited

		Three Moi Septen		0,		Nine Months Ended September 30,		0,
		2012		2011		2012		2011
Revenue	\$	39,670	\$	34,347	\$	114,934	\$	96,581
Operating expenses:								
Cost of revenue		9,036		8,368		25,450		25,148
Product development		8,005		5,266		21,881		14,658
Sales and marketing		12,713		9,907		36,820		28,146
General and administrative		7,316		5,689		22,784		15,037
Amortization of intangibles		11		11		98		32
Total operating expenses		37,081		29,241		107,033		83,021
Income from operations		2,589		5,106		7,901		13,560
Other income (expense), net		41		(762)		155		(370)
Income before provision for income taxes		2,630		4,344		8,056		13,190
Provision for income taxes		1,030		1,609		3,193		5,028
1 TOVISION FOR INCOME WACS		1,050	_	1,003	_	3,133	_	3,020
Net income	\$	1,600	\$	2,735	\$	4,863	\$	8,162
			_		_		_	
Basic net income per common share	\$	0.03	\$	0.05	\$	0.09	\$	0.16
					=			
Diluted net income per common share	\$	0.03	\$	0.05	\$	0.09	\$	0.15
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Weighted average shares outstanding used in basic net								
income per common share calculation		55,688,824		53,109,824		55,087,109		52,642,700
meome per common omite curculation	_	33,000,024	_	33,103,024	=	33,007,103	_	32,042,700
Weighted average shares outstanding used in diluted net								
income per common share calculation		57,760,868		55,736,089		56,987,302		55,240,235
meonic per common share calculation		37,700,000	_	55,750,069	_	50,907,302	_	33,240,233

LivePerson, Inc. Reconciliation of Non-GAAP Financial Information to GAAP

(In Thousands, Except Share and Per Share Data)
Unaudited

Unaudited Supplemental Data

The following information is not a financial measure under generally accepted accounting principles (GAAP). In addition, it should not be construed as an alternative to any other measures of performance determined in accordance with GAAP, or as an indicator of our operating performance, liquidity or cash flows generated by operating, investing and financing activities as there may be significant factors or trends that it fails to address. We present this financial information because we believe that it is helpful to some investors as one measure of our operations. We caution investors that non-GAAP financial information, by its nature, departs from traditional accounting conventions; accordingly, its use can make it difficult to compare our results with our results from other reporting periods and with the results of other companies.

		Three Months Ended September 30,			Nine Months Ended September 30,			
	-	2012		2011		2012		2011
Net income in accordance with generally								
accepted accounting principles	\$	1,600	\$	2,735	\$	4,863	\$	8,162
Add/(less):								
(a) Amortization of intangibles		140		318		294		953
(b) Stock-based compensation		2,852		1,736		7,646		4,951
(c) Depreciation		1,841		1,704		5,170		4,928
(d) Provision for income taxes		1,030		1,609		3,193		5,028
(e) Other (income) expense, net		(41)		762		(155)		370
Adjusted EBITDA (1)	\$	7,422	\$	8,864	\$	21,011	\$	24,392
Diluted adjusted EBITDA per common share	\$	0.13	\$	0.16	\$	0.37	\$	0.44
Weighted average shares used in diluted adjusted EBITDA								
per common share	_	57,760,868		55,736,089		56,987,302		55,240,235
Net income in accordance with generally accepted accounting principles	\$	1,600	\$	2,735	\$	4,863	\$	8,162
Add:		ŕ		· ·		•		,
(a) Amortization of intangibles		140		318		294		953
(b) Stock-based compensation		2,852		1,736		7,646		4,951
Adjusted net income	\$	4,592	\$	4,789	\$	12,803	\$	14,066
Diluted adjusted net income per common share	\$	0.08	\$	0.09	\$	0.22	\$	0.25
Weighted average shares used in diluted adjusted net income								
per common share		57,760,868	_	55,736,089	_	56,987,302	_	55,240,235
Adjusted EBITDA	\$	7,422	\$	8,864	\$	21,011	\$	24,392
Add/(less):								
(a) Changes in operating assets and liabilities		(2,448)		(722)		998		(1,719)
(b) Provision for doubtful accounts				110		20		230
(c) Provision for income taxes		(1,030)		(1,609)		(3,193)		(5,028)
(d) Deferred income taxes		(585)		(243)		(1,325)		(58)
(e) Other income (expense), net		41		(762)		155		(370)
Net cash provided by operating activities	\$	3,400	\$	5,638	\$	17,666	\$	17,447

⁽¹⁾ Earnings/(loss) before other income/(expense), taxes, depreciation, amortization, stock-based compensation and other non-cash charges.

LivePerson, Inc. Condensed Consolidated Balance Sheets

(In Thousands) Unaudited

	-	September 30, 2012		December 31, 2011	
ASSETS					
Current assets:					
Cash and cash equivalents	\$	103,284	\$	93,278	
Accounts receivable, net		22,825		20,999	
Prepaid expenses and other current assets		6,921		5,390	
Deferred tax assets, net		2,588		2,342	
Total current assets		135,618		122,009	
Property and equipment, net		16,124		13,879	
Intangibles, net		12,367		1,095	
Goodwill		26,572		24,090	
Deferred tax assets, net		3,621		2,829	
Deferred implementation costs, net of current		215		247	
Security deposits		551		356	
Other assets		1,465		1,546	
Total assets	\$	196,533	\$	166,051	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable	\$	9,908	\$	8,258	
Accrued expenses		14,056		12,019	
Deferred revenue		6,752		5,378	
Total current liabilities		30,716		25,655	
Deferred revenue, net of current		1,152		1,152	
Other liabilities		1,465		1,546	
Total liabilities		33,333		28,353	
Commitments and contingencies					
Total stockholders' equity		163,200		137,698	
Total liabilities and stockholders' equity	\$	196,533	\$	166,051	

LivePerson to Acquire Australia-based Customer Contact Solutions Provider

NEW YORK, November 6, 2012 /PRNewswire/ -- LivePerson, Inc. (NASDAQ: LPSN), a leading provider of real-time engagement solutions, today announced that it has signed a definitive agreement to acquire ENGAGE Pty Ltd., an Australian provider of cloud-based customer contact solutions. The transaction is expected to close during the fourth quarter of 2012.

"Our acquisition of ENGAGE will enhance our ability to offer intelligent engagement solutions to businesses in the Asia Pacific region," said Robert LoCascio, CEO and Founder of LivePerson. "ENGAGE has been a reseller and champion of LivePerson solutions for several years, in addition to having its own successful hosted contact center solutions, which complement LivePerson's offerings. Our common mission to help businesses connect meaningfully with consumers makes the ENGAGE team a natural addition to the LivePerson family, and a valuable asset as we seek to drive growth in the region."

ENGAGE is an Australian customer contact solutions business, established in partnership with the Clemenger Group (a BBDO/Omnicom company), supporting the sales and service strategy of enterprise level companies to meet changing consumer needs and expectations. ENGAGE provides sophisticated cloud-based services that uniquely support several customer contact solutions including voice, live chat, SMS and social media, allowing businesses to connect with consumers in multiple channels.

"Our team has twenty years of experience providing leading companies in the Asia Pacific region with innovative contact center services and technologies," said, ENGAGE Managing Director Aaron Panozza. "We are very excited to join LivePerson, and together we will continue to enable clients to exceed consumer expectations, by providing real-time connections in the consumer's channel of choice, anywhere and anytime."

About LivePerson

LivePerson, Inc. (Nasdaq: LPSN) offers a cloud-based platform that enables businesses to proactively connect in real-time with their customers via chat, voice, and content delivery at the right time, through the right channel, including websites, social media, and mobile devices. This "intelligent engagement" is driven by real-time behavioral analytics, producing connections based on a true understanding of business objectives and customer needs.

More than 8,500 companies rely on LivePerson's platform to increase conversions and improve customer experience, including Hewlett-Packard, IBM, Microsoft, Verizon, Sky, Walt Disney, PNC, QVC and Orbitz.

LivePerson received the CODiE award for Best Content Management Solution in 2012 and for Best Ecommerce Solution in 2011, and has been named a Company of the Year by Frost and Sullivan in 2011. LivePerson is headquartered in New York City with offices in San Francisco, Atlanta, Tel Aviv, London and Melbourne.

For more information, please visit www.liveperson.com. To view other press releases about LivePerson, please visit pr.liveperson.com

Safe Harbor Provision

This press release contains forward-looking statements regarding our planned acquisition of ENGAGE Pty Ltd. and its expected benefits which 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. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include, without limitation: the acquisition gets delayed or otherwise does not occur; the expected benefits of the acquisition do not materialize; we are unable to integrate or retain the team of programming talent currently associated with ENGAGE Pty Ltd.; the adverse effect that the global economic downturn may have on our business and results of operations; competition in the online sales, marketing, customer service and online engagement solutions markets; our ability to retain existing clients and attract new clients; risks related to new regulatory or other legal requirements that could materially impact our business; impairments to goodwill that result in significant charges to earnings; risks related to our international operations, particularly our operations in Israel, and the civil and political unrest in that region; responding to rapid technological change and changing client preferences; our ability to retain key personnel and attract new personnel; risks related to the ability to successfully integrate past or potential future acquisitions; technology systems beyond our control and technology-related defects that could disrupt the LivePerson services; privacy concerns relating to the Internet that could result in new legislation or negative public perception; risks related to the regulation or possible misappropriation of personal information belonging to our customers' Internet users; legal liability and/or negative publicity for the services provided to consumers via our technology platforms; risks related to protecting our intellectual property rights or potential infringement of the intellectual property rights of third parties. This list 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. Readers are referred to the reports and documents filed from time to time by us with the Securities and Exchange Commission for a discussion of these and other important risk factors that could cause actual results to differ from those discussed in forwardlooking statements.

Contact

Erin Kang

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212-609-4256