

LOCASCIO ROBERT P
Form 4
March 05, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LOCASCIO ROBERT P

2. Issuer Name and Ticker or Trading Symbol
LIVEPERSON INC [LPSN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

(Last) (First) (Middle)

**C/O LIVEPERSON INC., 475
TENTH AVENUE, 5TH FLOOR**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)

03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10018

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2019		M		25,000 A \$ 1.79	375,533 ⁽¹⁾	D
Common Stock	03/01/2019		F ⁽²⁾		10,572 D \$ 28.35	364,961 ⁽¹⁾	D
Common Stock	03/01/2019		D ⁽³⁾		14,428 D \$ 28.35	350,533 ⁽¹⁾	D
Common Stock						4,226,983	I By Ikon, LP

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

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.79	03/01/2019		M	25,000	⁽⁴⁾ 03/05/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCASCIO ROBERT P C/O LIVEPERSON INC., 475 TENTH AVENUE, 5TH FLOOR NEW YORK, NY 10018	X		Chief Executive Officer	

Signatures

/s/ Monica L. Greenberg,
Attorney-in-Fact

03/05/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Number reported includes 262,702 unvested restricted stock units granted to and held by the reporting person following the transactions reported by this filing.
- (2) The exercise price of the option and related tax withholding were satisfied by the Issuer's withholding shares otherwise deliverable upon exercise of the option.
- (3) These shares were repurchased by the Issuer. The repurchase price was the closing market price of the shares on the date of repurchase.
- (4) The option is fully vested and currently exercisable. If not exercised, the option would have expired on 03/05/2019.

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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