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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 12, 2000

LivePerson, Inc.

(Exact name of registrant as specified in its charter)

Delaware	0-30141	13-3861628
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

462 Seventh Avenue, 10th Floor, New York, New York	10018
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (212) 277-8950

(Former name or former address, if changed since last report)

This current report on Form 8-K/A amends the current report on Form 8-K filed on October 19, 2000.

ITEM 2. Acquisition or Disposition of Assets.

On October 12, 2000, LivePerson, Inc., a Delaware corporation ("LivePerson"), acquired HumanClick Ltd., a private company organized under the laws of the State of Israel ("HumanClick"), pursuant to a Stock Purchase Agreement among LivePerson, HumanClick and the shareholders of HumanClick named in Schedule I thereto (the "Stock Purchase Agreement"). LivePerson purchased all of the outstanding capital stock from the shareholders of HumanClick for consideration consisting of 4,238,405 newly issued shares of LivePerson common stock. The amount of consideration was determined based upon arm's-length negotiations between LivePerson and HumanClick. The acquisition will be accounted for as a purchase business combination and HumanClick became a wholly-owned subsidiary of LivePerson.

The shares issued to HumanClick shareholders were issued pursuant to an exemption from registration under the Securities Act of 1933, as amended. In connection with the transaction, LivePerson assumed HumanClick's outstanding stock options, which remain outstanding as options to purchase shares of LivePerson's common stock.

The acquisition by LivePerson of shares of HumanClick's outstanding capital stock pursuant to the Stock Purchase Agreement is deemed an indirect acquisition of the assets of HumanClick represented thereby, including HumanClick's plant, equipment and other physical property. HumanClick utilizes such assets as a provider of real-time, online customer service applications to small and mid-sized businesses. LivePerson intends to continue to utilize such assets in the conduct of its business as a leading application service provider of technology that enables real-time sales and customer service interaction over the Internet.

Immediately prior to the consummation of the Stock Purchase Agreement, all of the issued and outstanding shares of capital stock of HumanClick were owned by the shareholders of HumanClick. LivePerson is not aware of any pre-existing material relationship between such shareholders and LivePerson, or between such shareholders and LivePerson's affiliates, directors or officers, or any associate of any such affiliate, director or officer.

A copy of the Stock Purchase Agreement, and a copy of the press release issued by LivePerson announcing the acquisition, are attached hereto as Exhibits 2 and 99.1, respectively, and incorporated herein by reference.

ITEM 7. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The following appear as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated into this document by reference:

(i) Balance sheet of HumanClick Ltd. as of December 31, 1999 and the related statements of loss, changes in shareholders' equity and cash flows for the period from June 24, 1999 (date of incorporation) to December 31, 1999.

The following appear as Exhibit 99.3 to this Current Report on Form

8-K/A and are incorporated into this document by reference:

(ii) Unaudited condensed interim balance sheet of HumanClick Ltd. at June 30, 2000 and the related unaudited condensed interim statements of loss, changes in shareholders' equity and cash flows for the six months ended June 30, 2000.

(b) Pro Forma Condensed Combined Financial Information.

On October 12, 2000, LivePerson acquired all of the outstanding shares of capital stock of HumanClick pursuant to the Stock Purchase Agreement for approximately $9.7 million.

The consideration paid by LivePerson was determined based on arm's-length negotiations between LivePerson and HumanClick. The number of shares of LivePerson common stock issued to HumanClick's shareholders was determined based on an exchange rate of approximately 2.223 shares of LivePerson common stock for each HumanClick issued and outstanding ordinary share and consisted of the following:

- 4,238,405 shares of LivePerson common stock valued at approximately $8.9 million based upon the five-day average trading price before and after October 12, 2000, the date on which the transaction was consummated and announced, at $2.094 per share. Of these shares, 1,564,298 are subject to a repurchase option by LivePerson if two of the former shareholders of HumanClick are no longer employed by HumanClick under certain circumstances prior to October 12, 2003. The price pursuant to which LivePerson may repurchase such shares is equal to the lesser of the 30-day average price per share of LivePerson common stock prior to the termination of employment, and $7 per share. One-third of the stock subject to the repurchase option shall be released from LivePerson's purchase option on each of October 12, 2001, 2002 and 2003;

- The assumption by LivePerson of options to purchase HumanClick's ordinary shares, to be exchanged for options to purchase approximately 262,000 shares of LivePerson's common stock. The options were valued at approximately $537,000 based on a Black-Scholes option pricing model (classified within stockholders' equity); and

- Acquisition costs of approximately $250,000 related to the merger.

The acquisition has been accounted for using the purchase method of accounting. LivePerson has allocated a portion of the purchase price to the fair market value of the acquired assets and assumed liabilities of HumanClick as of the date of the closing. For pro forma purposes, LivePerson used October 12, 2000, the closing and announcement date of the acquisition, as its basis for determining its allocation of the purchase price. The excess of the purchase price over the fair market value of the acquired assets and assumed liabilities of HumanClick has been allocated to goodwill and other intangible assets. Goodwill and other intangible assets are being amortized over a period of three years, the expected estimated period of benefit.

The following appear as Exhibit 99.4 to this Current Report on Form 8-K/A and are incorporated into this document by reference:

(i) Unaudited pro forma condensed combined Statements of Operations for the year ended December 31, 1999.

(ii) Unaudited pro forma condensed combined Statements of Operations for the six months ended June 30, 2000.

(iii) Unaudited pro forma condensed combined Balance Sheet as of June 30, 2000.

(c) Exhibits. The following documents are filed as exhibits to this report:

2* Stock Purchase Agreement, dated as of October 12, 2000, among LivePerson, Inc., HumanClick Ltd. and the shareholders of HumanClick Ltd. named in Schedule I thereto.

23.1 Consent of Independent Accountants.

99.1* Press release dated October 13, 2000.

99.2 Balance sheet of HumanClick Ltd. as of December 31, 1999 and the related statements of loss, changes in shareholders' equity and cash flows for the period from June 24, 1999 (date of incorporation) to December 31, 1999.

99.3 Unaudited condensed interim balance sheet of HumanClick Ltd. at June 30, 2000 and the related unaudited condensed interim statements of loss, changes in shareholders' equity and cash flows for the six months ended June 30, 2000.

99.4 Unaudited pro forma condensed combined Statements of Operations for the year ended December 31, 1999 and the six months ended June 30, 2000 and unaudited pro forma condensed combined Balance Sheet as of June 30, 2000.

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* Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LIVEPERSON, INC.

(Registrant)

November 13, 2000	/s/ TIMOTHY E. BIXBY
Date	Timothy E. Bixby Executive Vice President, Chief Financial Officer and Secretary

EXHIBIT INDEX

Exhibit	
2*	Stock Purchase Agreement, dated as of October 12, 2000, among LivePerson, Inc., HumanClick Ltd. and the shareholders of HumanClick Ltd. named in Schedule I thereto.
23.1	Consent of Independent Accountants.
99.1*	Press release dated October 13, 2000.
99.2	Balance sheet of HumanClick Ltd. as of December 31, 1999 and the related statements of loss, changes in shareholders' equity and cash flows for the period from June 24, 1999 (date of incorporation) to December 31, 1999.
99.3	Unaudited condensed interim balance sheet of HumanClick Ltd. at June 30, 2000 and the related unaudited condensed interim statements of loss, changes in shareholders' equity and cash flows for the six months ended June 30, 2000.
99.4	Unaudited pro forma condensed combined Statements of Operations for the year ended December 31, 1999 and the six months ended June 30, 2000 and unaudited pro forma condensed combined Balance Sheet as of June 30, 2000.

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* Previously filed

Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference on Form S-8 of LivePerson,Inc. of our report dated July 13, 2000, relating to the balance sheets of HumanClick Ltd. as of December 31, 1999, and the related statements of operations, stockholders' equity and cash flows for the period ended December 31, 1999, included in the Form 8-K of LivePerson, Inc. dated November 13, 2000.

Tel-Aviv, Israel
November 13, 2000

/s/ Kesselman & Kesselman
Kesselman & Kesselman
Certified Public Accountants (Isr.)

REPORT OF INDEPENDENT AUDITORS

To the shareholders of
HUMANCLICK LTD.

We have audited the financial statements of HumanClick Ltd. (an Israeli corporation in the development stage; hereafter - the Company): balance sheet as of December 31, 1999 and the related statement of loss, changes in shareholders' equity and cash flows for the period from June 24, 1999 (date of incorporation) to December 31, 1999. These financial statements are the responsibility of the Company's board of directors and management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards, including those prescribed by the Israeli Auditors (Mode of Performance) Regulations, 1973. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the board of directors and management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a fair basis for our opinion.

In our opinion, the aforementioned financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 1999 and the results of its operations, changes in shareholders' equity and its cash flows for the period from June 24, 1999 (date of incorporation) to December 31, 1999, in conformity with accounting principles generally accepted in Israel.

Accounting principles generally accepted in Israel vary in certain significant respects from accounting principles generally accepted in the United States. The application of the latter would have affected the determination of the net income for the period ended December 31, 1999 and the determination of the shareholders' equity and financial position at December 31, 1999 to the extent summarized in note 12 to the financial statements.

Without qualifying our opinion, we draw attention to the Company's being in the development stage, as described in note 1.

/s/ KESSELMAN & KESSELMAN

Tel-Aviv, Israel
July 13, 2000
Except for notes 1, 8, 12 and 13 for which the date is
November 13, 2000

HUMANCLICK LTD.

(An Israeli Corporation in the Development Stage)

BALANCE SHEET

AS OF DECEMBER 31, 1999

	Note	U.S. dollars
Assets		
CURRENT ASSETS:		
Cash and cash equivalents	2e	750,401
Accounts receivable	3	29,643
Total current assets		780,044
FIXED ASSETS:	4	
Cost		18,058
Less - accumulated depreciation		1,067
		16,991
Total assets		797,035
Liabilities and shareholders' equity		
CURRENT LIABILITIES - accounts payable and accruals:		
Trade		9,898
Other	5	49,808
Total current liabilities		59,706
LIABILITY FOR EMPLOYEE RIGHTS UPON RETIREMENT	6	23,597

COMMITMENTS	7	
Total liabilities		83,303
SHAREHOLDERS' EQUITY:		
Share capital - ordinary shares of NIS 0.01 par value* (authorized - 3,800,000 shares; issued and paid - 1,561,800 shares)	8	3,717
Additional paid-in capital		863,285
Deficit accumulated during the development stage		(153,270)
Total shareholders' equity		713,732
		797,035

* Share numbers are retroactively adjusted to reflect 100% stock split effected on February 27, 2000.

The accompanying notes are an integral part of the financial Statements.

HUMANCLICK LTD.

(An Israeli Corporation in the Development Stage)

STATEMENT OF LOSS

FOR THE PERIOD FROM JUNE 24, 1999* TO DECEMBER 31, 1999

	Note	U.S. dollars
COSTS AND EXPENSES:		
Development costs	9a	97,996
General and administrative expenses	9b	76,227
LOSS FROM OPERATIONS		174,223
FINANCIAL INCOME - net		20,953
LOSS FOR THE PERIOD		153,270

* Date of incorporation (see note 1a).

The accompanying notes are an integral part of the financial statements.

HUMANCLICK LTD.

(An Israeli Corporation in the Development Stage)

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE PERIOD FROM JUNE 24, 1999* TO DECEMBER 31, 1999

	Share capital	Additional paid-in capital	Deficit accumulated during the development stage	Total
	U.S. dollars			
CHANGES DURING THE PERIOD:				
Issue of share capital (net of share issuance expenses of $ 8,758)	3,717	863,285	--	867,002
Loss for the period			(153,270)	(153,270)
BALANCE AT DECEMBER 31, 1999	3,717	863,285	(153,270)	713,732

* Date of incorporation (see note 1a).

The accompanying notes are an integral part of the financial statements.

HUMANCLICK LTD.

(An Israeli Corporation in the Development Stage)

STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM JUNE 24, 1999*

TO DECEMBER 31, 1999

	U.S. dollars
CASH FLOWS FROM OPERATING ACTIVITIES:	
Loss for the period	(153,270)
Adjustments required to reflect the cash flows from operating activities:	
Expenses not involving cash flows:	
Depreciation	1,067
Liability for employee rights upon retirement	23,597
Changes in operating asset and liability items:	
Increase in accounts receivable	(29,643)
Increase in accounts payable and accruals	59,365
	54,386
Net cash used in operating activities	(98,884)
CASH FLOWS FROM INVESTING ACTIVITIES - purchase of fixed assets	(17,717)
CASH FLOWS FROM FINANCING ACTIVITIES - issue of share capital, net of issuance costs	867,002
NET INCREASE IN CASH AND CASH EQUIVALENTS - BALANCE OF CASH AND CASH EQUIVALENTS AT END OF PERIOD	750,401
SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION - cash paid during the period for interest	482

* Date of incorporation (see note 1a).

The accompanying notes are an integral part of the financial statements.

HUMANCLICK LTD.

(An Israeli Corporation in the Development Stage)

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - GENERAL:

a. HumanClick Ltd. ("the Company" or "HumanClick") - an Israeli corporation in the development stage - was incorporated on June 24, 1999 and commenced operations in August 1999. The Company is a software company developing a program which will enable the users to talk for free to the visitors on their web sites and monitor the traffic on their web sites in real time.

b. On October 12, 2000, all the Company's shares were acquired by LivePerson, Inc. in exchange for LivePerson, Inc. shares.

c. On July 13, 2000, the Company published its audited financial statements as of December 31, 1999 and for the period from June 24, 1999 to December 31, 1999. These financial statements include reconciliation to U.S. GAAP, see note 12.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies, applied on a consistent basis, are as follows:

a. General:

1) Functional currency

Most of the revenues of the Company are expected to be received outside Israel, in U.S. dollars ("dollars") and most of the fixed assets were purchased in U.S dollars. Thus, the functional currency of the Company is the dollar.

Transactions and balances originally denominated in dollars are presented at their original amounts. Currency transaction gains and losses arising from non-dollar balances and transactions are included in the determination of net income or loss.

2) Accounting principles

Accounting principles generally accepted in Israel vary in certain significant respects from accounting principles generally accepted in the United States. The application of the latter would have affected the determination of the net income for the period ended December 31, 1999 and the determination of the shareholders' equity and financial position at December 31, 1999, as described in note 12.

3) Use of estimates in the preparation of financial statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and to disclose contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (continued):

b. Development costs

Represent software development costs (see note 1a), which are carried to operations as incurred.

c. Fixed assets:

1) These assets are stated at cost.

2) The assets are depreciated by the straight-line method, on basis of their estimated useful life.

Annual rates of depreciation are as follows:

	%
Computers and peripheral equipment	33
Furniture and office equipment	6-15

d. Deferred taxes

Deferred taxes are computed in respect of differences between the amounts presented in these statements and those taken into account for tax purposes, see also note 10c.

e. Cash equivalents

The Company considers all highly liquid investments, which include short-term bank deposits (up to three months from date of deposit) that are not restricted as to withdrawal or use, to be cash equivalents.

NOTE 3 - ACCOUNTS RECEIVABLE - OTHER:

	U.S. dollars
VAT refundable	6,058
Prepaid expenses	20,859
Other	2,726
	29,643

NOTE 4 - FIXED ASSETS

Composition of assets, grouped by major classifications, is as follows:

	Cost	Accumulated depreciation	Depreciated balance
	U.S. dollars		
Computers and peripheral Equipment	15,208	998	14,210
Furniture and office equipment	2,850	69	2,781
	18,058	1,067	16,991

NOTE 5 - ACCOUNTS PAYABLE AND ACCRUALS - OTHER:

	U.S. dollars
Employees and employee institutions	35,260
Accrued expenses	9,548
Sundry	5,000
	49,808

NOTE 6 - EMPLOYEE RIGHTS UPON RETIREMENT:

a. Israeli law generally requires payment of severance pay upon dismissal of an employee or upon termination of employment in certain other circumstances. The Company's severance pay liability to its employees, based upon the number of years of service and the latest monthly salary, is partly covered by certain insurance policies. Under labor agreements, these insurance policies are, subject to certain limitations, the property of the employees.

b. The severance pay expense in the period from June 24, 1999 (date of incorporation) to December 31, 1999 was $ 23,597.

NOTE 7 - COMMITMENTS:

a. The Company has entered into operating lease agreements for the cars it uses. The leases will expire in the year 2002. The lease payments for the next three years, at rates in effect at December 31, 1999, are as follows:

	$
2000	24,938
2001	24,938
2002	22,260
	72,136

Lease expenses totaled $ 1,781 in the period ended December 31, 1999.

b. On May 31, 1999, a Release Agreement was signed between the Company and Elemental Software Ltd. ("Elemental"), under which the Company has undertaken not to offer for sale any CRM (customer relationship management) product for a period of two years from May 31, 1999. The Company further agreed that, within such two year period, it will offer its program only in the form of a free service.

NOTE 8 - SHARE CAPITAL AND STOCK OPTIONS, see also note 12:

a. Share capital

On February 27, 2000, the Company's shareholders resolved to perform a stock split of its ordinary shares, so that each share of NIS 1 par value would be split into 100 shares of NIS 0.01 par value. The number of shares in these financial statements, have been restated to give retroactive effect to this split.

b. Stock options:

1) The Company granted 35,124 options to employees at exercise prices of $ 0.77 - $ 2.24. Each option can be exercised to purchase one ordinary share of NIS 0.01 par value. Most of the options will vest ratably over a period of three years from the date of beginning of employment of each employee, or the grant date, as determined by the board committee, provided that the employee is still in HumanClick's employ.

The options were granted at fair value at the grant date.

After December 31, 1999, the Company granted 37,754 options to employees at exercise prices of $ 0.77 - $ 3.12.

NOTE 8 - SHARE CAPITAL AND STOCK OPTIONS, see also note 12 (continued):

2) On August 1, 1999, HumanClick issued 9,100 options to consultants for the purchase of ordinary shares at an exercise price per share of NIS 0.01. These options expire in August 2006 and vest ratably over a six month service period. On December 1, 1999, the Company issued 15,600 options to a consultant to purchase ordinary shares at an exercise price of $ 2.24. These options expire in December 2006 and vest ratably over a two year service period.

After December 31, 1999, the Company granted additional 20,092 options to a consultant at an exercise prices of $ 2.24. The options can be exercised to purchase one ordinary share of NIS 0.01 par value of the Company and vest ratably over a period of three years.

NOTE 9 - SUPPLEMENTARY STATEMENT OF LOSS INFORMATION:

a. Development costs:

	U.S. dollars
Salaries and employee benefits	81,186
Rent and maintenance	5,534
Communication	2,161
Depreciation	825
Other	8,290
	97,996

b. General and administrative expenses:

Salaries and employee benefits	51,837
Advertising	7,956
Professional fees	14,545
Depreciation	242
Office supplies and printing	600
Other	1,047
	76,227

NOTE 10 - TAXES ON INCOME:

a. Measurement of results for tax purposes under the Income Tax (Inflationary Adjustments) Law, 1985

Under this law, results for tax purposes are measured in real terms, in accordance with the changes in the Israeli consumer price index (CPI). The Company is taxed under this law.

The Company is taxed at the rate of 36%.

NOTE 10 - TAXES ON INCOME (continued):

b. Carryforward tax losses

The Company has carryforward tax losses in the amount of approximately $ 78,000 which can be utilized without any time limits. Under the inflationary adjustments law, the carryforward losses are linked to the Israeli CPI.

c. Deferred taxes

The deferred tax asset, computed at the tax rate of 36%, amounted to approximately $60,000 at December 31, 1999. A full valuation allowance has been provided against the deferred tax asset because of the Company's lack of earnings and the uncertainty relating to the utilization of these losses in the foreseeable future.

d. Tax assessments

The Company has not been assessed for tax purposes since incorporation.

NOTE 11 - TRANSACTIONS WITH INTERESTED PARTIES

The salaries and employee benefits to interested parties employed by the Company aggregated $ 82,049.

NOTE 12 - EFFECT OF MATERIAL DIFFERENCES BETWEEN GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN ISRAEL AND IN THE UNITED STATES:

The Company prepares its financial statements in conformity with Israeli GAAP.

Accounting principles generally accepted in Israel vary in certain significant respects from accounting principles generally accepted in the United States. The application of the latter affected the determination of the net income for the period ended December 31, 1999 and the determination of the shareholders' equity, as follows:

a. Stock options granted to employees and consultants (see note 8):

1) Stock options granted to employees

Under Israeli GAAP, HumanClick did not account for its employee stock option plan using the treatment prescribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25") as permitted by FAS 123. Under APB 25, compensation cost for employee stock option plans is measured using the intrinsic value based method of accounting.

The options were granted at exercise prices which represent the fair value of the ordinary shares at the date of issuance. Since the options granted to HumanClick employees have no intrinsic value at their grant dates, no compensation cost should be recorded under U.S. GAAP.

NOTE 12 - EFFECT OF MATERIAL DIFFERENCES BETWEEN GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN ISRAEL AND IN THE UNITED STATES (continued):

Had compensation cost for the plan been determined based on the fair value at the grant dates, consistent with the method of FAS 123, the Company's net income (loss) would have decreased by $ 897.

The following weighted average assumptions were used for estimating the fair value of the options under the Black-Scholes option-pricing model: weighted average dividend yield of 0% for all grants; expected volatility of 50% for all grants; risk-free interest rate (in dollar terms) of 6% for the 26,700 options granted in November 1999 and the 3,124 options granted in December 1999 and of 5.5% for the 5,300 options granted in September 1999.

2) Stock options granted to consultants

Under Israeli GAAP HumanClick did not account for the options granted to consultants in exchange for services received using the fair value based method of accounting, as prescribed by FAS 123, based on the fair value of the equity instruments issued, which is more reliability measurable than the value of the services received, since such data were unavailable.

Service costs - $ 6,392 - were not charged to income in respect of equity instruments granted to consultants, according to FAS 123.

The following weighted average assumptions were used for estimating the fair value of the options under the Black-Scholes options-pricing model: weighted average dividend yield of 0% for all grants; expected volatility of 50% for all grants; risk-free interest rate (in dollar terms) of 5.5% for the 9,100 options granted in August 1999 for the 15,600 options granted in December 1999.

3) The effect of applying APB 25 and FAS123 on the financial statements for the period ended December 31, 1999, is as follows:

	U.S. dollars
Loss for the period as reported in the statement of loss	153,270
Effect of applying APB 25	-,-
Effect of applying FAS 123	7,289
Loss under U.S. GAAP	160,559

NOTE 12 - EFFECT OF MATERIAL DIFFERENCES BETWEEN GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN ISRAEL AND IN THE UNITED STATES (continued):

b. Impairment of long-lived assets

In March 1995, the FASB issued SFAS No. 121 "Accounting for the Impairment of Long-lived Assets and for Long-lived Assets to be Disposed of" ("SFAS 121"), to be effective for financial statements for fiscal years beginning after December 15, 1995. SFAS 121 requires that long-lived assets, identifiable intangibles and goodwill related to those assets to be held and used by an entity will be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Under SFAS 121, if the sum of the expected future cash flows (undiscounted and without interest charges) of the long-lived assets is less than the carrying amount of such assets, an impairment loss would be recognized. Adopting this statement in 1999 is not expected to have a material impact on the Company's results of operations or financial position.

c. Liability for employee rights upon retirement

Under Israeli GAAP, amounts funded by purchase of insurance policies, as above, are deducted from the related severance pay liability. Under U.S. GAAP, the amounts funded should be presented as a long-term investment among the Company's assets. No amounts were funded through December 31, 1999.

NOTE 13 - SUBSEQUENT EVENTS:

a. On August 30, 2000 and September 19, 2000, the Company signed agreements for strategic cooperation with two U.S. companies that provide a variety of internet services to small companies. Under those agreements, the U.S. companies will offer the Company's product to their customers and share the profits from resulting sales with the Company.

b. As to options granted to employees and consultants, see note 8.

c. As to an agreement to sell the Company shares, see note 1c.

d. As to stock split, see note 8.

HUMANCLICK LTD.

(An Israeli corporation in the development stage)

CONDENSED INTERIM BALANCE SHEET

(Unaudited)

	June 30, 2000 (Unaudited)	December 31, 1999 (Audited)
	U.S. dollars	
Assets		
CURRENT ASSETS:		
Cash and cash equivalents	728,283	750,401
Accounts receivable	63,204	29,643
Total current assets	791,487	780,044
FIXED ASSETS:		
Cost	63,357	18,058
Less - accumulated depreciation	3,855	1,067
	59,502	16,991
	850,989	797,035
Liabilities and shareholders' equity		
CURRENT LIABILITIES:		
Short-term credit from banks	2,989	
Accounts payable and accruals:		
Trade	65,316	9,898
Other	76,059	49,808
Total current liabilities	144,364	59,706
LIABILITY FOR EMPLOYEE RIGHTS UPON RETIREMENT, net of amount funded	69,043	23,597
Total liabilities	213,407	83,303
SHAREHOLDERS' EQUITY:		
Share capital - ordinary shares of NIS 0.01 par value: authorized 3,800,000 shares; issued and paid: June 30, 2000 - 1,756,000; December 31, 1999 - 1,561,800, see note 3	4,203	3,717
Additional paid in capital	1,458,801	863,285
Deficit accumulated during the development stage	(825,422)	(153,270)
	637,582	713,732
	850,989	797,035

The accompanying notes are an integral part of these condensed financial statements.

HUMANCLICK LTD.

(An Israeli corporation in the development stage)

CONDENSED INTERIM STATEMENTS OF LOSS

	Six months ended June 30, 2000 (Unaudited)	Period from June 24, 1999* to December 31, 1999 (Audited)	Period from June 24, 1999* to June 30, 2000 (Unaudited)
	U.S. dollars		
COSTS AND EXPENSES:			
Development costs	355,520	97,996	453,516
Selling and marketing	306,934		306,934
General and administrative	57,812	76,227	134,039
LOSS FROM OPERATIONS	720,266	174,223	894,489

FINANCIAL INCOME - net	48,114	20,953	69,067
LOSS FOR THE PERIOD	672,152	153,270	825,422

* Date of incorporation. see note 1.

The accompanying notes are an integral part of these condensed financial statements.

HUMANCLICK LTD.

(An Israeli corporation in the development stage)

CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Share capital	Premium on shares	Deficit accumulated during the development stage	Total
	U.S. dollars			
CHANGES DURING THE PERIOD FROM JUNE 24, 1999* TO DECEMBER 31, 1999 (audited):				
Issuance of share capital (net of share issuance expenses of $ 8,758)	3,717	863,285		867,002
Loss			(153,270)	(153,270)
BALANCE AT DECEMBER 31, 1999 (audited)	3,717	863,285	(153,270)	713,732
CHANGES DURING THE SIX MONTHS ENDED JUNE 30, 2000 (unaudited):				
Issuance of share capital (net of share issuance expenses of $ 15,677)	486	595,516		596,002
Loss			(672,152)	(672,152)
BALANCE AT JUNE 30, 2000 (unaudited)	4,203	1,458,801	(825,422)	637,582

* Date of incorporation, see note 1.

The accompanying notes are an integral part of these condensed financial statements.

HUMANCLICK LTD.

(An Israeli corporation in the development stage)

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

	Six months ended June 30, 2000	Period from June 24, 1999* to December 31, 1999	Period from June 24, 1999* to June 30, 2000
	(Unaudited)	(Audited)	(Unaudited)
		U.S. dollars	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Loss for the period	(672,152)	(153,270)	(825,422)
Adjustments required to reflect the cash flows from operating activities:			
Cash flows from operating activities:			
Depreciation	2,788	1,067	3,855
Liability for employee rights upon retirement	45,446	23,597	69,043
Changes in operating asset and liability items:			
Increase in accounts receivable	(33,561)	(29,643)	(63,204)
Increase in accounts payable and accruals	81,328	59,365	141,034
	96,001	54,386	150,728
Net cash used in operating activities	(576,151)	(98,884)	(674,694)
CASH FLOWS FROM INVESTING ACTIVITIES - purchase of fixed assets	(45,299)	(17,717)	(63,357)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Issuance of share capital	596,002	867,002	1,463,004
Short-term credit from banks	2,989		2,989
Payment to suppliers in respect of acquisition of fixed assets	341		341
Net cash provided by financing activities	599,332	867,002	1,466,334
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(22,118)	750,401	728,283
BALANCE OF CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	750,401		
BALANCE OF CASH AND CASH EQUIVALENTS AT END OF PERIOD	728,283	750,401	728,283
SUPPLEMENTARY DISCLOSURE OF CASH FLOW INFORMATION - cash paid during the year for interest	1,853	482	2,335

* Date of incorporation, see note 1.

The accompanying notes are an integral part of these condensed financial statements.

HUMANCLICK LTD.

(An Israeli corporation in the development stage)

NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

AT JUNE 30, 2000

(Unaudited)

1. General

HumanClick Ltd. (the company) - an Israeli corporation in the development stage - was incorporated and commenced operations on June 24, 1999. The company is a software company developing a program which will enable the users to talk for free to the visitors on their web site and monitor, in real time, the traffic on their web site.

On October 12, 2000, all the company's shares were acquired by LivePerson, Inc. in exchange for LivePerson, Inc. shares.

2. The interim statements at June 30, 2000 and for the six month period then ended (hereafter - the interim statements) were drawn up in condensed form, in accordance with generally accepted accounting principles applicable to interim statements in Israel. The accounting principles applied in the preparation of the interim statements are consistent with those applied in the annual financial statements. Nevertheless, the interim statements do not include all the information and explanations required for annual financial statements. In management's opinion, these statements include all adjustments necessary for a fair presentation of the results of the interim periods shown. All adjustments are of a normal recurring nature, unless otherwise disclosed. Expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be the same as those for the full year.

The interim financial statements presented herein have been prepared in conformity with Israeli GAAP. Accounting principles generally accepted in Israel vary in certain significant respects from accounting principles generally accepted in the United States. The application of the latter affected the determination of the net income for the period ended June 30, 2000 and the determination of the shareholders' equity and financial position at June 30, 2000, see note 4.

3. On February 27, 2000 the company's board of directors resolved to split 38,000 ordinary shares (100% of the company's shares, issued and unissued) of NIS 1 par value into 3,800,000 ordinary shares of NIS 0.01 par value.

4. Effect of material differences between generally accepted accounting principles in Israel and in the United States

The company prepares its financial statements in conformity with Israeli GAAP. Accounting principles generally accepted in Israel vary in certain significant respects from accounting principles generally accepted in the United States. The application of the latter affected the determination of the net income for the period ended June 30, 2000 and the determination of the shareholders' equity and financial position at June 30, 2000 as follows:

a. Stock options granted to company employees

Under Israeli GAAP, the company did not account for its employee stock option plan using the treatment prescribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25") as permitted by FAS 123. Under APB 25, compensation cost for employee stock option plans is measured using the intrinsic value based method of accounting.

The options were granted at exercise prices which represent the fair value of the ordinary shares at the date of issuance except for 3,152 options. No compensation cost was recorded in relation to the options granted to the company's employees since they have no intrinsic value at their grant dates. As to 3,512 options the company recorded $ 861 as compensation cost. The influence of the application of FAS 123 on the company's results is a decrease of $ 4,992.

b. Stock options granted to consultants

As to options granted to consultants, the effect of application of FAS 123 is a compensation expense of $ 19,918 for the six month period ended June 30, 2000.

c. Liability for employee rights upon retirement

Under Israeli GAAP, amounts funded by purchase of insurance policies, as above, are deducted from the related severance pay liability. Under U.S. GAAP, the amounts funded should be presented as a long-term investment, among the Company's assets.

The balance of the severance pay liability and the amount funded by purchase of insurance policies and deposits with severance pay funds at June 30, 2000 are as follows:

	U.S. dollars
Amount of severance pay liability	69,043
Amount funded	4,895
Excess of liability over amount funded	64,588

d. The effect of applying APB 25 and FAS 123 on the financial statements for the period ended June 30, 2000 is as follows:

	U.S. dollars
Loss for the period as reported in the statements of loss	672,152
Effect of applying APB 25	861
Effect of applying FAS 123	24,910
Loss under U.S. GAAP	697,923

5. Subsequent events:

a. On August 30, 2000 and September 19, 2000, the company signed agreements for strategic cooperation with two U.S. companies that provide a variety of internet services to small companies. Under those agreements, the U.S. companies will offer the company's product to their customers and share the profits from resulting sales with the company.

b. After June 30, 2000, the company granted 27,218 options to employees at an exercise price of $ 3.12.

c. As to an agreement to sell the company shares, see note 1.

EXHIBIT 99.4

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The accompanying unaudited pro forma condensed combined Statements of Operations (the "Pro Forma Statements of Operations") for the year ended December 31, 1999 and six months ended June 30, 2000 gives effect to the HumanClick acquisition as if it had occurred on June 24, 1999 (HumanClick's date of incorporation). The Pro Forma Statements of Operations are based on historical results of operations of LivePerson for the year ended December 31, 1999 and six months ended June 30, 2000 and for HumanClick for the period from June 24, 1999 (HumanClick's date of incorporation) through December 31, 1999 and six months ended June 30, 2000.

The Unaudited Pro Forma Condensed Combined Balance Sheet (the "Pro Forma Balance Sheet") gives effect to the acquisition of HumanClick as if the acquisition had occurred on June 30, 2000. The Pro Forma Statements of Operations and Pro Forma Balance Sheet and accompanying notes (the "Pro Forma Financial Information") should be read in conjunction with, and are qualified by, the historical financial statements of LivePerson contained in the LivePerson Quarterly Report on Form 10-Q and Registration Statement on Form S-1 (commission file no. 333-95689) as filed, or to be filed, with the Securities and Exchange Commission on November 14, 2000, and April 6, 2000, respectively, and the historical financial statements of HumanClick appearing elsewhere in this document.

The Pro Forma Financial Information is intended for informational purposes only and does not purport to represent (i) the future results of operations of LivePerson or (ii) the actual results of operations or financial position of LivePerson had the acquisition occurred on the dates assumed. In addition, the pro forma results are not intended to be a projection of future results.

LIVEPERSON, INC.

Unaudited Pro Forma Condensed Combined Balance Sheet

June 30, 2000

(In thousands, except for share and per share information)

	LivePerson	Human-Click (1)	Pro Forma Adjustments	Pro Forma
Assets				
Current assets:				
Cash and cash equivalents	$ 4,736	$ 728	$ --	$ 5,464
Marketable securities	35,272	--	--	35,272
Accounts receivable, net	729	63	--	792
Prepaid expenses and other current assets	1,064	--	--	1,064
Total current assets	41,801	791	--	42,592
Property and equipment, net	13,027	60	--	13,087
Security deposits	258	--	--	258
Deferred costs	687	--	--	687
Goodwill and other intangible assets	--	--	8,751 (a)	8,751
Total assets	$ 55,773	$ 851	$ 8,751	$ 65,375
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	$ 4,481	$ 65	$ --	$ 4,546
Accrued expenses	1,347	79	--	1,426
Deferred revenue	625	--	--	625
Total current liabilities	6,453	144	--	6,597
Deferred rent	254	--	--	254
Other liabilities	--	69	--	69
Total liabilities	6,707	213	--	6,920
Stockholders' equity	49,066	638	9,661 (a) (272)(a) (638)(a)	58,455

Total liabilities and stockholders' equity	$ 55,773	$ 851	$ 8,751	$ 65,375

(1) The HumanClick financial statements are presented in accordance with Israeli generally accepted accounting principles ("GAAP"). The differences between Israeli GAAP and US GAAP were not significant.

See accompanying notes to unaudited pro forma condensed combined financial information.

LIVEPERSON, INC.

Unaudited Pro Forma Condensed Combined Statement of Operations

Six Months Ended June 30, 2000

(In thousands, except for share and per share information)

	LivePerson	Human-Click (1)	Pro Forma Adjustments	Pro Forma
Revenues	$ 2,100	$ --	$ --	$ 2,100
Operating expenses				
Cost of revenues	3,229	--	--	3,229
Product development	3,918	355	--	4,273
Sales and marketing	7,217	307	--	7,524
General and administrative	3,290	58	--	3,348
Non-cash compensation expenses	10,957	--	45 (a)	11,002
Amortization of goodwill and intangible assets	--	--	1,459 (a)	1,459
	28,611	720	1,504	30,835
Loss from operations	(26,511)	(720)	(1,504)	(28,735)
Total other income (expense), net	873	48	--	921
Net loss	(25,638)	$ (672)	$ (1,504)	(27,814)
Non-cash preferred stock dividend	(18,000)			(18,000)
Net loss attributable to common stockholders	$ (43,638)			$ (45,814)
Basic and diluted net loss per common share	$ (2.48)			$ (2.10)(b)
Weighted-average shares outstanding used in basic and diluted net loss per common share calculation	17,597,169		4,238,405 (b)	21,835,574

(1) The HumanClick financial statements are presented in accordance with Israeli generally accepted accounting principles ("GAAP"). The differences between Israeli GAAP and US GAAP were not significant.

See accompanying notes to unaudited pro forma condensed combined financial information.

LIVEPERSON, INC.

Unaudited Pro Forma Condensed Combined Statement of Operations

Year ended December 31, 1999

(In thousands, except for share and per share information)

	LivePerson	Human-Click (1)	Pro Forma Adjustments	Pro Forma
Revenues	$ 615	$ --	$ --	$ 615
Operating expenses				
Cost of revenues	856	--	--	856
Product development	1,637	98	--	1,735
Sales and marketing	3,987	--	--	3,987
General and administrative	1,706	76	--	1,782
Non-cash compensation expenses	2,679	--	44 (a)	2,723
Amortization of goodwill and intangible assets	--	--	1,415 (a)	1,415
	10,865	174	1,459	12,498
Loss from operations	(10,250)	(174)	(1,459)	(11,883)
Total other income (expense), net	473	21	--	494
Net loss	$ (9,777)	$ (153)	$ (1,459)	$ (11,389)
Basic and diluted net loss per common share	$ (0.63)			$ (0.65)
Weighted-average shares outstanding used in basic and diluted net loss per common share calculation	15,465,304		2,055,336 (b)	17,520,640

(1) The HumanClick financial statements are presented in accordance with Israeli generally accepted accounting principles ("GAAP"). The differences between Israeli GAAP and US GAAP were not significant.

See accompanying notes to unaudited pro forma condensed combined financial information.

NOTES TO THE UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

(1) PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

(a) The consideration payable by LivePerson in connection with the acquisition of all of the outstanding shares of capital stock of HumanClick consists of the following:

- 4,238,405 shares of LivePerson common stock valued at approximately $8.9 million based upon the five-day average trading price before and after October 12, 2000, the date on which the transaction was consummated and announced, at $2.094 per share. Of these shares, 1,564,298 are subject to a repurchase option by LivePerson if two of the former shareholders of HumanClick are no longer employed by HumanClick under certain circumstances prior to October 12, 2003. The price pursuant to which LivePerson may repurchase such shares is equal to the lesser of the 30-day average price per share of LivePerson common stock prior to the termination of employment, and $7 per share. One-third of the stock subject to the repurchase option shall be released from LivePerson's purchase option on each of October 12, 2001, 2002 and 2003;

- The assumption by LivePerson of options to purchase HumanClick's ordinary shares, to be exchanged for options to purchase approximately 262,000 shares of LivePerson's common stock. The options were valued at approximately $537,000 based on a Black-Scholes option pricing model of which $272,000 represents unearned stock-based compensation relating to the intrinsic value of unvested options assumed at the closing date; plus

- Acquisition costs of approximately $250,000 related to the merger.

The following represents the allocation of the purchase price over the historical net book values of the acquired assets and assumed liabilities of HumanClick at June 30, 2000, and is for illustrative pro forma purposes only. Actual fair values will be based on financial information as of the acquisition date. Assuming the transaction had occurred on June 30, 2000, the allocation would have been as follows:

	(in thousands)
Assets acquired:	
Cash	$ 728
Accounts receivable	63
Property and equipment	60
Goodwill and intangibles	8,751
	9,602
Liabilities assumed	(213)
Unearned stock based compensation	272
Purchase price	$ 9,661

- The pro forma adjustments reflect approximately six months of amortization expense for the year ended December 31, 1999 and six months of amortization expense for the six months ended June 30, 2000, assuming the transaction had occurred on June 24, 1999 (HumanClick's date of incorporation). Goodwill and other intangible assets are being amortized over a period of three years, the expected estimated period of benefit;

- The pro forma adjustments reflect approximately six months of non-cash compensation expense for the year ended December 31, 1999 and six months of non-cash compensation expense for the six months ended June 30, 2000, assuming the transaction had occurred on June 24, 1999 (HumanClick's date of incorporation). The intrinsic value of the unvested options assumed at the closing date will be amortized over their applicable vesting periods. Options generally vest over three years; and

- The pro forma adjustment reconciles the historical balance sheet of HumanClick at June 30, 2000 to the allocated purchase price of HumanClick of $9.7 million assuming the transaction had occurred on June 30, 2000.

(b) The pro forma basic and diluted net loss per common share is computed by dividing the net loss attributable to common stockholders by the weighted average number of common shares outstanding. The calculation of the weighted average number of shares outstanding assumes that 4,238,405 shares of LivePerson common stock issued in connection with the acquisition were outstanding since the period of HumanClick's incorporation (June 24, 1999). The common stock issued in connection with the acquisition was adjusted for the weighted average period such shares were considered to be outstanding (for the periods from June 24, 1999 through December 31, 1999 and from January 1, 2000 through June 30, 2000).

Diluted net loss per share equals basic net loss per share, as common stock equivalents are anti-dilutive for all pro forma periods presented.