

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 000-30141

**LIVEPERSON, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**13-3861628**

(IRS Employer Identification No.)

**475 Tenth Avenue, 5th Floor  
New York, New York**

(Address of Principal Executive Offices)

**10018**

(Zip Code)

**(212) 609-4200**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

On November 5, 2018, 63,415,683 shares of the registrant's common stock were outstanding.

**LIVEPERSON, INC.**  
**September 30, 2018**  
**FORM 10-Q**  
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## FORWARD-LOOKING STATEMENTS

STATEMENTS IN THIS QUARTERLY REPORT ON FORM 10-Q ABOUT LIVEPERSON, INC. (“LIVEPERSON”) THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS BASED ON OUR CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS ABOUT LIVEPERSON AND OUR INDUSTRY. THESE FORWARD-LOOKING STATEMENTS 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. IT IS ROUTINE FOR OUR INTERNAL PROJECTIONS AND EXPECTATIONS TO CHANGE AS THE YEAR OR EACH QUARTER IN THE YEAR PROGRESSES, AND THEREFORE IT SHOULD BE CLEARLY UNDERSTOOD THAT THE INTERNAL PROJECTIONS AND BELIEFS UPON WHICH WE BASE OUR EXPECTATIONS MAY CHANGE PRIOR TO THE END OF EACH QUARTER OR THE YEAR. ALTHOUGH THESE EXPECTATIONS MAY CHANGE, WE ARE UNDER NO OBLIGATION TO INFORM YOU IF THEY DO. OUR POLICY IS GENERALLY TO PROVIDE OUR EXPECTATIONS ONLY ONCE PER QUARTER, AND NOT TO UPDATE THAT INFORMATION UNTIL THE NEXT QUARTER. ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN THE PROJECTIONS OR FORWARD-LOOKING STATEMENTS. FACTORS THAT COULD CAUSE OR CONTRIBUTE TO SUCH DIFFERENCES INCLUDE THOSE DISCUSSED IN PART II, ITEM 1A, “RISK FACTORS.”

Part I. Financial Information

Item 1. Financial Statements

LIVEPERSON, INC.  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (IN THOUSANDS)  
 (UNAUDITED)

	September 30, 2018	December 31, 2017
		(Note 1)
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 66,351	\$ 56,115
Cash held as collateral	—	1,451
Accounts receivable, net of allowance for doubtful accounts of \$1,951 and \$1,318 as of September 30, 2018 and December 31, 2017, respectively	51,727	37,926
Prepaid expenses and other current assets	18,722	7,352
Total current assets	136,800	102,844
Property and equipment, net	39,788	34,705
Intangibles, net	13,249	12,366
Goodwill	85,467	80,531
Deferred tax assets	732	753
Other assets	1,818	1,600
Total assets	\$ 277,854	\$ 232,799
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable	\$ 6,603	\$ 5,481
Accrued expenses and other current liabilities	41,124	48,011
Deferred revenue	56,117	35,563
Total current liabilities	103,844	89,055
Deferred revenue	2,067	—
Other liabilities	3,972	2,766
Deferred tax liability	1,073	915
Total liabilities	110,956	92,736
Commitments and contingencies		
STOCKHOLDERS' EQUITY:		
Common stock	63	60
Additional paid-in capital	351,702	305,676
Treasury stock	(3)	(3)
Accumulated deficit	(181,026)	(163,135)
Accumulated other comprehensive loss	(3,838)	(2,535)
Total stockholders' equity	166,898	140,063
Total liabilities and stockholders' equity	\$ 277,854	\$ 232,799

See Notes to Condensed Consolidated Financial Statements (unaudited).

**LIVEPERSON, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)**  
**(UNAUDITED)**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Revenue	\$ 64,213	\$ 56,493	\$ 184,114	\$ 161,486
Costs and expenses <sup>(1) (2)</sup>				
Cost of revenue <sup>(3)</sup>	15,689	14,541	45,679	43,456
Sales and marketing	26,748	21,603	76,271	66,695
General and administrative	11,972	10,398	33,594	30,528
Product development	13,484	9,726	40,955	29,011
Restructuring costs	722	—	2,806	2,315
Amortization of purchased intangibles	424	470	1,272	1,412
Total costs and expenses	69,039	56,738	200,577	173,417
Loss from operations	(4,826)	(245)	(16,463)	(11,931)
Other (expense) income, net	(213)	191	(53)	412
Loss before provision for income taxes	(5,039)	(54)	(16,516)	(11,519)
Provision for income taxes	2,004	1,256	2,051	3,000
Net loss	\$ (7,043)	\$ (1,310)	\$ (18,567)	\$ (14,519)
Net loss per share of common stock:				
Basic	\$ (0.12)	\$ (0.02)	\$ (0.32)	\$ (0.26)
Diluted	\$ (0.12)	\$ (0.02)	\$ (0.32)	\$ (0.26)
Weighted-average shares used to compute net loss per share:				
Basic	60,014,246	56,524,990	58,667,289	56,153,428
Diluted	60,014,246	56,524,990	58,667,289	56,153,428

<sup>(1)</sup> Amounts include stock-based compensation expense, as follows:

Cost of revenue	\$ 220	\$ 108	\$ 604	\$ 301
Sales and marketing	1,472	576	3,731	1,984
General and administrative	1,368	622	3,390	2,058
Product development	1,014	537	2,613	1,760

<sup>(2)</sup> Amounts include depreciation expense, as follows:

Cost of revenue	\$ 1,934	\$ 1,715	\$ 5,781	\$ 5,350
Sales and marketing	388	417	1,115	1,206
General and administrative	275	321	795	911
Product development	960	726	2,652	1,550

<sup>(3)</sup> Amounts include amortization of purchased intangibles, as follows:

Cost of revenue	\$ 285	\$ 639	\$ 859	\$ 2,556
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See Notes to Condensed Consolidated Financial Statements (unaudited).

**LIVEPERSON, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
**(IN THOUSANDS)**  
**(UNAUDITED)**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Net loss	\$ (7,043)	\$ (1,310)	\$ (18,567)	\$ (14,519)
Foreign currency translation adjustment	376	317	1,303	(4,301)
Comprehensive loss	<u>\$ (6,667)</u>	<u>\$ (993)</u>	<u>\$ (17,264)</u>	<u>\$ (18,820)</u>

See Notes to Condensed Consolidated Financial Statements (unaudited).

LIVEPERSON, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)  
(UNAUDITED)

	Nine Months Ended	
	September 30,	
	2018	2017
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (18,567)	\$ (14,519)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Stock-based compensation expense	10,338	6,103
Depreciation	10,343	9,017
Amortization of purchased intangibles	2,131	3,968
Amortization of tenant allowance	(204)	(125)
Deferred income taxes	179	823
Provision for doubtful accounts, net	1,326	1,363
Changes in operating assets and liabilities:		
Accounts receivable	(15,127)	(1,719)
Prepaid expenses and other current assets	(11,370)	(2,248)
Other assets	(218)	75
Accounts payable	571	(4,352)
Accrued expenses and other current liabilities	(8,849)	(2,954)
Deferred revenue	22,381	8,549
Other liabilities	(42)	(463)
Net cash (used in) provided by operating activities	<u>(7,108)</u>	<u>3,518</u>
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment, including capitalized software	(13,832)	(12,176)
Cash held as collateral for foreign exchange forward contracts	1,451	2,511
Payments for acquisitions and intangible assets, net of cash acquired	(1,502)	(345)
Net cash used in investing activities	<u>(13,883)</u>	<u>(10,010)</u>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock in connection with the exercise of options	32,712	7,748
Repurchase of common stock	(1,345)	(1,741)
Net cash provided by financing activities	<u>31,367</u>	<u>6,007</u>
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(140)	3,957
CHANGE IN CASH AND CASH EQUIVALENTS	10,236	3,472
CASH AND CASH EQUIVALENTS - Beginning of the period	56,115	50,889
CASH AND CASH EQUIVALENTS - End of the period	<u>\$ 66,351</u>	<u>\$ 54,361</u>
<b>SUPPLEMENTAL DISCLOSURE OF OTHER CASH FLOW INFORMATION:</b>		
Cash paid for income taxes	<u>\$ 5,524</u>	<u>\$ 540</u>
<b>SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Purchase of property and equipment recorded in accounts payable	\$ 550	\$ 507
Leasehold improvements funded by landlord	\$ 1,449	\$ —
Issuance of 85,861 shares of common stock in connection with the BotCentral transaction on January 24, 2018	\$ 1,000	\$ —
Issuance of 115,385 shares of common stock in connection with the Conversable transaction on September 27, 2018	\$ 3,000	\$ —
Contingent earn-out in connection with the acquisition of Conversable recorded in accrued expenses and common stock	\$ 2,124	\$ —

See Notes to Condensed Consolidated Financial Statements (unaudited).

## LIVEPERSON, INC.

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

#### 1. Description of Business and Basis of Presentation

LivePerson, Inc. (the “Company” or “LivePerson”) was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced in November 1998. In April 2000, the Company completed an initial public offering and is currently traded on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange. LivePerson is headquartered in New York City with U.S. offices in Alpharetta (Georgia), Austin (Texas), San Francisco (California) and Seattle (Washington), and international offices in Amsterdam (Netherlands), Berlin (Germany), London (United Kingdom), Mannheim (Germany), Melbourne (Australia), Milan (Italy), Paris (France), Ra'anana (Israel), Reading (United Kingdom), Tel Aviv (Israel), and Tokyo (Japan).

LivePerson provides mobile and online business messaging solutions that power digital communication between brands and consumers. LiveEngage, the Company’s enterprise-class, cloud-based platform, enables businesses and consumers to connect through conversational interfaces, such as in-app and mobile messaging, while leveraging bots and artificial intelligence (AI) to increase efficiency. As consumers have reoriented their digital lives around the smartphone, messaging apps have become their preferred communication channel to connect with each other. LivePerson allows brands to align with this new consumer preference, and deploy messaging at scale for customer care, marketing, and sales, instead of requiring that consumers use email or call a 1-800 number.

LiveEngage was designed to securely deploy messaging, coupled with bots and AI, at scale for brands with tens of millions of customers and many thousands of customer care agents. LiveEngage powers conversations across each of a brand’s primary digital channels, including mobile apps, mobile and desktop web browsers, short message services (SMS), social media and third-party consumer messaging platforms. Brands can also use LiveEngage to message consumers when they dial a 1-800 number instead of having them navigate interactive voice response systems (IVR) and wait on hold. The platform seamlessly integrates with third-party bots, enabling brands to manage both AI- based agents and human agents from a single console.

LivePerson optimizes campaign outcomes for sales and service transactions by combining website visitor data with other historical, behavioral, and operational information to develop insights into each step of a consumer’s journey. LivePerson’s products, coupled with its domain knowledge, industry expertise and consulting services, have been proven to maximize the effectiveness of consumer engagement.

The Company’s primary revenue source is from the sale of LivePerson services to businesses of all sizes. The Company also offers an online marketplace that connects independent service providers (“Experts”) who provide information and knowledge for a fee via real-time chat with individual consumers (“Users”).

#### **Basis of Presentation**

The accompanying condensed consolidated financial statements as of September 30, 2018 and for the three and nine months ended September 30, 2018 and 2017 are unaudited. In the opinion of management, the unaudited condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the consolidated financial position of LivePerson as of September 30, 2018, and the consolidated results of operations, comprehensive loss and cash flows for the interim periods ended September 30, 2018 and 2017. The financial data and other information disclosed in these notes to the condensed consolidated financial statements related to these periods are unaudited. The results of operations for any interim period are not necessarily indicative of the results of operations for any other future interim period or for a full fiscal year. The condensed consolidated balance sheet at December 31, 2017 has been derived from audited consolidated financial statements at that date.

Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto for the year ended December 31, 2017 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 15, 2018.

#### **Principles of Consolidation**

The condensed consolidated financial statements include the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated.

## Use of Estimates

The preparation of the Company's condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of income and expenses during the reporting period. These estimates are based on information available as of the date of the condensed consolidated financial statements; therefore, actual results could differ from management's estimates.

## Recently Issued Accounting Standards

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-15 "Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract; Disclosures for Implementation Costs Incurred for Internal-Use Software and Cloud Computing Arrangements". This standard aligns the accounting for implementation costs incurred in a hosting arrangement that is a service contract with the accounting for implementation costs incurred to develop or obtain internal-use software under Accounting Standards Codification ("ASC") 350-40, in order to determine which costs to capitalize and recognize as an asset. ASU 2018-15 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2019, and can be applied either prospectively to implementation costs incurred after the date of adoption or retrospectively to all arrangements. The Company is currently in the process of evaluating the impact of the adoption of ASU 2018-230 on its consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07 "Compensation — Stock Compensation (Topic 718) — Improvements to Nonemployee Share-Based Payment Accounting" ("ASU 2018-07"). This new standard expands the scope of Topic 718, Compensation—Stock Compensation (which currently only includes share-based payments to employees) to include share-based payments issued to non-employees for goods or services. Consequently, the accounting for share-based payments to non-employees and employees will be substantially aligned. ASU 2018-07 is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within that fiscal year. The Company is currently evaluating the impact of this updated standard, but does not believe this update will have a significant impact on its consolidated financial statements.

In March 2018, the FASB issued ASU No. 2018-05 "Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118" ("ASU 2018-05"). This new standard adds SEC paragraphs pursuant to the SEC Staff Accounting Bulletin No. 118, which expresses the view of the staff regarding application of Topic 740, Income Taxes, in the reporting period that includes December 22, 2017, the date on which the Tax Cuts and Jobs Act (H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018) was signed into law. ASU 2018-05 is effective upon inclusion in the FASB Codification. The Company evaluated the impact of this updated standard and determined that the tax on unremitted earnings is zero due to the overall accumulated deficit in earnings and profits.

In February 2018, the FASB issued ASU No. 2018-02 "Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"). This new standard allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017. The amendments in ASU 2018-02 affects any entity that is required to apply the provisions of Topic 220 and has items of other comprehensive income for which the related tax effects are presented in other comprehensive income as required by GAAP. ASU 2018-02 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, for public companies. Early adoption is permitted in any interim period or fiscal years before the effective date of the standard. The Company does not expect the adoption of ASU 2018-02 to have a material effect on its financial position, results of operations or cash flows.

In August 2017, the FASB issued ASU No. 2017-12 "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities" ("ASU 2017-12"). This new standard refines and expands hedge accounting for both financial (e.g., interest rate) and commodity risks. Its provisions create more transparency around how economic results are presented, both on the face of the financial statements and in the footnotes, for investors and analysts. ASU 2017-12 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, for public companies. Early adoption is permitted in any interim period or fiscal years before the effective date of the standard. The Company does not expect the adoption of ASU 2017-12 to have a material effect on its financial position, results of operations or cash flows.

In January 2017, FASB issued ASU No. 2017-04, "Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). This update addresses concerns over the cost and complexity of the two-step goodwill impairment test. The amendments in this update remove the second step of the test. An entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. ASU 2017-04 is effective for financial statements issued for annual periods beginning after December 15, 2019, and interim periods within those annual periods. The Company does not expect the adoption of ASU 2017-04 to have a material effect on its financial position, results of operations or cash flows.

In February 2016, the FASB issued ASU No. 2016-02, "Leases" ("ASU 2016-02"). ASU 2016-02 requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. The new lease guidance also simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) may apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The Company is currently evaluating adopting the standard using the modified transition approach or the transition option available where the Company would recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. ASU 2016-02 is effective for financial statements issued for annual periods beginning after December 15, 2018. The Company is currently assessing the provisions of this guidance and evaluating the timing and impact the guidance will have on its consolidated financial statements and related disclosures. The Company is also in the process of aggregating lease documentation for review. The adoption of this ASU primarily impacts the balance sheet through the recognition of a right-of-use asset and a lease liability for all leases with terms in excess of twelve months. This guidance is effective January 1, 2019 using a modified retrospective transition approach with early adoption permitted.

### **Recently Adopted Accounting Pronouncements**

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("Topic 606"). Topic 606 supersedes the revenue recognition requirements in ASC Topic 605, "Revenue Recognition" ("Topic 605"), and requires the recognition of revenue when promised goods or services are transferred to customers in an amount that reflects the considerations to which the entity expects to be entitled to in exchange for those goods or services. Topic 606 also includes Subtopic 340-40, "Other Assets and Deferred Costs - Contracts with Customers", which requires the deferral of incremental costs of obtaining a contract with a customer. Collectively, the Company refers to Topic 606 and Subtopic 340-40 as the "new standard."

The Company adopted the requirements of the new standard as of January 1, 2018, utilizing the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for the reporting periods beginning after January 1, 2018 are presented under the new standard, while prior period amounts are not adjusted and continue to be reported in accordance with its historic accounting under Topic 605.

The impact of adopting the new standard as of January 1, 2018 on revenues was not material. The primary impact of adopting the new standard relates to the deferral of incremental commission costs of obtaining subscription contracts. The Company recorded an addition to opening retained earnings of \$0.7 million as of January 1, 2018 due to the impact of adopting the new standard, with the impact related to the deferral of incremental commission costs. Under Topic 605, the Company deferred only direct and incremental commission costs to obtain a contract and amortized those costs on a straight-line basis over the term of the related subscription contract, which was generally one year. Under the new standard, the Company defers all incremental commission costs to obtain the contract. The prepaid commission balance as of September 30, 2018 is \$10.9 million. The Company amortizes these costs over the related period of benefit using the customer expected life that the Company determined to be three to five years which is consistent with the transfer to the customer of the services to which the asset relates.

## **2. Revenue Recognition**

The majority of the Company's revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. Revenues are recognized when control of these services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

Total revenue of \$64.2 million and \$184.1 million recognized during the three months and nine months ended September 30, 2018, respectively, under Topic 606, was not materially different from what would have been recognized under Topic 605.

#### *Hosted Services- Business Revenue*

Hosted Services Business revenue is reported at the amount that reflects the ultimate consideration expected to be received and primarily consist of fees that provide customers access to LiveEngage, the Company's enterprise-class, cloud-based platform. The Company has determined such access represents a stand-ready service provided continually throughout the contract term. As such, control and satisfaction of this stand-ready performance obligation is deemed to occur over time. The Company recognizes this revenue over time on a ratable basis over the contract term, beginning on the date that access to the LiveEngage platform is made available to the customer. The passage of time is deemed to be the most faithful depiction of the transfer of control of the services as the customer simultaneously receives and consumes the benefit provided by the Company's performance. Subscription contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements. Additionally, for certain of the Company's larger customers, the Company may provide call center labor through an arrangement with one or more of several qualified vendors. For most of these customers, the Company passes the fee it incurs with the labor provider and its fee for the hosted services through to its customers in the form of a fixed fee for each order placed via the Company's online engagement solutions. For these Pay for Performance ("PFP") arrangements in accordance with ASC-606, "Principal Agent Considerations", the Company acts as a principal in a transaction if it controls the specified goods or services before they are transferred to the customer.

#### *Professional Services Revenues*

Professional services revenue primarily consists of fees for deployment and optimization services, as well as training delivered on an on-demand basis which is deemed to represent a distinct stand-ready performance obligation. Professional Services Revenues are reported at the amount that reflects the ultimate consideration the Company expects to receive in exchange for such services. Control for the majority of the Company's Professional Services contracts passes over time to the customer and is recognized ratably over the contracted period, as the passage of time is deemed to be the most faithful depiction of the transfer of control. For certain deployment services, which are not deemed to represent a distinct performance obligation, revenue will be recognized in the same manner as the fee for access to the LiveEngage platform, and as such will be recognized on a straight-line basis over the contract term. For services billed on a fixed price basis, revenue is recognized over time based on the proportion performed using inputs as the measure of progress toward complete satisfaction of the performance obligation. Professional service contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements.

#### *Contracts with Multiple Performance Obligations*

Some of the Company's contracts with customers contain multiple performance obligations. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. The Company determines the standalone selling prices based on its overall pricing objectives, taking into consideration market conditions and other factors, including the value of its contracts, the cloud applications sold, and the number and types of users within its contracts.

#### *Hosted Services- Consumer Revenue*

For revenue from the Company's Consumer segment generated from online transactions between Experts and Users, revenue is recognized at an amount net of Expert fees in accordance with ASC 606, "Principal Agent Considerations," due primarily to the fact that the Expert is the primary obligor. Additionally, the Company performs as an agent without any risk of loss for collection, and is not involved in selecting the Expert or establishing the Expert's fee. The Company collects a fee from the consumer and retains a portion of the fee, and then remits the balance to the Expert. Revenue from these transactions is recognized at the point in time when the transaction is complete and no significant performance obligations remain.

#### *Deferred Revenues*

The Company records deferred revenues when cash payments are received or due in advance of its performance. The increase in the deferred revenue balance for the nine months ended September 30, 2018 is primarily driven by cash payments received or due in advance of satisfying its performance obligations, partially offset by \$31.7 million of revenues recognized that were included in the deferred revenue balance as of December 31, 2017.

The following table presents deferred revenue by revenue source (amounts in thousands):

	Deferred Revenue	
	As of September 30, 2018	December 31, 2017
Hosted services – Business	\$ 45,225	\$ 27,011
Professional services – Business	10,892	8,552
Total deferred revenue - short term	\$ 56,117	\$ 35,563
Hosted services – Business	\$ 1,653	\$ —
Professional services – Business	414	—
Total deferred revenue - long term	\$ 2,067	\$ —

#### Disaggregated Revenue

The following table presents the Company's revenues disaggregated by revenue source (amounts in thousands):

	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
	2018	2017	(1)	2018	2017
Revenue:					
Hosted services – Business	\$ 50,046	\$ 46,378	\$ 145,805	\$ 131,798	
Hosted services – Consumer	4,876	4,355	14,508	12,985	
Professional services	9,291	5,760	23,801	16,703	
Total revenue	\$ 64,213	\$ 56,493	\$ 184,114	\$ 161,486	

(1) As noted above, prior period amounts have not been adjusted under the modified retrospective method.

#### Revenue by Geographic Location

The following table presents the Company's revenues attributable to domestic and foreign operations for the periods presented (amounts in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
United States	\$ 37,033	\$ 35,519	\$ 106,676	\$ 101,282
Other Americas (1)	2,402	1,744	6,208	5,684
Total Americas	39,435	37,263	112,884	106,966
EMEA (2) (4)	18,536	14,175	52,974	41,640
APAC (3)	6,242	5,055	18,256	12,880
Total revenue	\$ 64,213	\$ 56,493	\$ 184,114	\$ 161,486

(1) Canada, Latin America and South America

(2) Europe, the Middle East and Africa ("EMEA")

(3) Asia-Pacific ("APAC")

(4) Includes revenues from the United Kingdom of \$11.1 million and \$10.2 million for the three months ended September 30, 2018 and 2017, respectively, and \$34.7 million and \$28.4 million nine months ended September 30, 2018 and 2017, respectively.

#### Information about Contract Balances

Amounts collected in advance of services being provided are accounted for as deferred revenue. Nearly all of the Company's deferred revenue balance is related to *Hosted Services- Business Revenue*.

In some arrangements, the Company allows customers to pay for access to LiveEngage over the term of the software license. The Company refers to these as subscription transactions. Amounts recognized as revenue in excess of amounts billed are recorded as unbilled receivables. Unbilled receivables, anticipated to be invoiced in the next twelve months, are included in accounts receivable on the consolidated balance sheet. The opening and closing balances of the Company's accounts receivable, unbilled receivables, and deferred revenues are as follows (amounts in thousands):

	Accounts Receivable	Unbilled Receivable	Deferred Revenue (current)	Deferred Revenue (long term)
Opening Balance as of December 31, 2017	\$ 30,342	\$ 7,584	\$ 35,563	\$ —
Increase (decrease), net	10,300	3,501	20,554	2,067
Ending Balance as of September 30, 2018	\$ 40,642	\$ 11,085	\$ 56,117	\$ 2,067

As of September 30, 2018, the Company expects to recognize the long term performance obligations in 2019.

### 3. Net Loss Per Share

The Company calculates earnings per share ("EPS") in accordance with the provisions of ASC 260-10 and the guidance of SEC Staff Accounting Bulletin ("SAB") No. 98. Under ASC 260-10, basic EPS excludes dilution for common stock equivalents and is computed by dividing net income or loss attributable to common shareholders by the weighted average number of common shares outstanding for the period. All options, warrants or other potentially dilutive instruments issued for nominal consideration are required to be included in the calculation of basic and diluted net income attributable to common stockholders. Diluted EPS is calculated using the treasury stock method and reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock and resulted in the issuance of common stock.

Diluted net loss per common share for the three and nine months ended September 30, 2018 does not include the effect of 9,168,450 outstanding common stock awards, as the effect of their inclusion is anti-dilutive. Diluted net loss per common share for the three and nine months ended September 30, 2017 does not include the effect of 8,653,000 outstanding common stock awards, as the effect of their inclusion is anti-dilutive.

A reconciliation of shares used in calculating basic and diluted net loss per share follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Basic	60,014,246	56,524,990	58,667,289	56,153,428
Effect of assumed exercised options	—	—	—	—
Diluted	60,014,246	56,524,990	58,667,289	56,153,428

### 4. Segment Information

The Company accounts for its segment information in accordance with the provisions of ASC 280-10, "Segment Reporting." ASC 280-10 establishes annual and interim reporting standards for operating segments of a company. ASC 280-10 requires disclosures of selected segment-related financial information about products, major customers, and geographic areas based on the Company's internal accounting methods. The Company is organized into two operating segments for purposes of making operating decisions and assessing performance. The Business segment enables brands to leverage LiveEngage's sophisticated intelligence engine to connect with consumers through an integrated suite of mobile and online business messaging technologies. The Consumer segment facilitates online transactions between independent service providers ("Experts") and individual consumers ("Users") seeking information and knowledge for a fee via mobile and online messaging. Both segments currently generate their revenue primarily in the United States. The chief operating decision maker, who is the chief executive officer, evaluates performance, makes operating decisions, and allocates resources based on the operating income of each segment. The reporting segments follow the same accounting policies used in the preparation of the Company's condensed consolidated financial statements which are described in the summary of significant accounting policies. The Company allocates cost of revenue, sales and marketing and amortization of purchased intangibles to the segments, but it does not allocate product development expenses, general and administrative expenses, restructuring costs and income tax expense because management does not use this information to measure performance of the operating segments. There are currently no inter-segment sales.

Summarized financial information by segment for the three months ended September 30, 2018, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
<b>Revenue:</b>				
Hosted services – Business	\$ 50,046	\$ —	\$ —	\$ 50,046
Hosted services – Consumer	—	4,876	—	4,876
Professional services	9,291	—	—	9,291
<b>Total revenue</b>	<b>59,337</b>	<b>4,876</b>	<b>—</b>	<b>64,213</b>
Cost of revenue	14,695	994	—	15,689
Sales and marketing	24,391	2,357	—	26,748
Amortization of purchased intangibles	424	—	—	424
Unallocated corporate expenses	—	—	26,178	26,178
<b>Operating income (loss)</b>	<b>\$ 19,827</b>	<b>\$ 1,525</b>	<b>\$ (26,178)</b>	<b>\$ (4,826)</b>

Summarized financial information by segment for the three months ended September 30, 2017, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
<b>Revenue:</b>				
Hosted services – Business	\$ 46,378	\$ —	\$ —	\$ 46,378
Hosted services – Consumer	—	4,355	—	4,355
Professional services	5,760	—	—	5,760
<b>Total revenue</b>	<b>52,138</b>	<b>4,355</b>	<b>—</b>	<b>56,493</b>
Cost of revenue	13,681	860	—	14,541
Sales and marketing	19,554	2,049	—	21,603
Amortization of purchased intangibles	470	—	—	470
Unallocated corporate expenses	—	—	20,124	20,124
<b>Operating income (loss)</b>	<b>\$ 18,433</b>	<b>\$ 1,446</b>	<b>\$ (20,124)</b>	<b>\$ (245)</b>

Summarized financial information by segment for the nine months ended September 30, 2018, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
<b>Revenue:</b>				
Hosted services – Business	\$ 145,805	\$ —	\$ —	\$ 145,805
Hosted services – Consumer	—	14,508	—	14,508
Professional services	23,801	—	—	23,801
<b>Total revenue</b>	<b>169,606</b>	<b>14,508</b>	<b>—</b>	<b>184,114</b>
Cost of revenue	42,699	2,980	—	45,679
Sales and marketing	69,453	6,818	—	76,271
Amortization of purchased intangibles	1,272	—	—	1,272
Unallocated corporate expenses	—	—	77,355	77,355
<b>Operating income (loss)</b>	<b>\$ 56,182</b>	<b>\$ 4,710</b>	<b>\$ (77,355)</b>	<b>\$ (16,463)</b>

Summarized financial information by segment for the nine months ended September 30, 2017, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
<b>Revenue:</b>				
Hosted services – Business	\$ 131,798	\$ —	\$ —	\$ 131,798
Hosted services – Consumer	—	12,985	—	12,985
Professional services	16,703	—	—	16,703
<b>Total revenue</b>	<b>148,501</b>	<b>12,985</b>	<b>—</b>	<b>161,486</b>
Cost of revenue	40,794	2,662	—	43,456
Sales and marketing	60,338	6,357	—	66,695
Amortization of purchased intangibles	1,412	—	—	1,412
Unallocated corporate expenses	—	—	61,854	61,854
<b>Operating income (loss)</b>	<b>\$ 45,957</b>	<b>\$ 3,966</b>	<b>\$ (61,854)</b>	<b>\$ (11,931)</b>

### Geographic Information

The Company is domiciled in the United States and has international operations in Israel, the United Kingdom, Asia-Pacific and Australia, Latin America and Western Europe, particularly France, Germany and the Netherlands. The following table presents the Company's long-lived assets by geographic region as of the dates presented (amounts in thousands):

	September 30, 2018	December 31, 2017
United States	\$ 108,016	\$ 95,716
Israel	13,490	13,079
Australia	8,744	9,504
Netherlands	7,677	8,363
Other <sup>(1)</sup>	3,127	3,293
<b>Total long-lived assets</b>	<b>\$ 141,054</b>	<b>\$ 129,955</b>

<sup>(1)</sup> United Kingdom, Germany, Japan, France and Italy

No individual customer accounted for 10% or more of consolidated revenue for any of the periods presented. No individual customer accounted for 10% or more of accounts receivable as of September 30, 2018 and December 31, 2017.

## 5. Goodwill and Intangible Assets

### Goodwill

The changes in the carrying amount of goodwill for the nine months ended September 30, 2018 are as follows (amounts in thousands):

	Business	Consumer	Consolidated
Balance as of December 31, 2017	\$ 72,507	\$ 8,024	\$ 80,531
Adjustments to goodwill:			
Acquisitions	5,010	—	5,010
Foreign exchange adjustment	(74)	—	(74)
<b>Balance as of September 30, 2018</b>	<b>\$ 77,443</b>	<b>\$ 8,024</b>	<b>\$ 85,467</b>

## Intangible Assets

Intangible assets are summarized as follows (amounts in thousands):

	As of September 30, 2018			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period
Amortizing intangible assets:				
Technology	\$ 30,640	\$ (23,221)	\$ 7,419	5.3 years
Customer relationships	15,971	(11,436)	4,535	8.0 years
Trade names	1,287	(1,287)	—	2.1 years
Non-compete agreements	1,437	(1,437)	—	2.3 years
Patents	1,867	(599)	1,268	13.4 years
Other	262	(235)	27	2.7 years
Total	<u>\$ 51,464</u>	<u>\$ (38,215)</u>	<u>\$ 13,249</u>	

	As of December 31, 2017			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period
Amortizing intangible assets:				
Technology	\$ 27,882	\$ (22,197)	\$ 5,685	5.3 years
Customer relationships	15,978	(10,457)	5,521	8.0 years
Trade names	1,289	(1,283)	6	2.1 years
Non-compete agreements	1,439	(1,439)	—	2.3 years
Patents	1,620	(493)	1,127	13.1 years
Other	262	(235)	27	2.7 years
Total	<u>\$ 48,470</u>	<u>\$ (36,104)</u>	<u>\$ 12,366</u>	

Amortization expense is calculated over the estimated useful life of the asset. Aggregate amortization expense for intangible assets was \$0.7 million and \$1.1 million for the three months ended September 30, 2018 and 2017, respectively, and \$2.1 million and \$4.0 million for the nine months ended September 30, 2018 and 2017, respectively. For the three and nine months ended September 30, 2018 and 2017, respectively, a portion of this amortization is included in cost of revenue. Estimated amortization expense for the next five years is as follows (amounts in thousands):

	Estimated Amortization Expense
Remaining 2018	\$ 792
2019	2,963
2020	2,775
2021	2,565
2022	2,216
Thereafter	1,938
Total	<u>\$ 13,249</u>

## 6. Property and Equipment

The following table presents the detail of property and equipment for the periods presented (amounts in thousands):

	September 30, 2018	December 31, 2017
Computer equipment and software	\$ 113,463	\$ 100,392
Furniture, equipment and building improvements	15,154	13,546
	128,617	113,938
Less: accumulated depreciation	(88,829)	(79,233)
Total	\$ 39,788	\$ 34,705

## 7. Accrued Expenses and Other Current Liabilities

The following table presents the detail of accrued expenses and other current liabilities for the periods presented (amounts in thousands):

	September 30, 2018	December 31, 2017
Payroll and other employee related costs	\$ 16,942	\$ 16,431
Professional services and consulting and other vendor fees	12,688	15,674
Unrecognized tax benefits	2,332	4,924
Sales commissions	5,719	5,259
Contingent earn-out (see Note 8)	1,800	—
Restructuring (see Note 12)	1,249	2,338
Other	394	3,385
Total	\$ 41,124	\$ 48,011

## 8. Acquisitions

### *Conversable, Inc.*

In September 2018, the Company acquired the employees and technology assets of Conversable, Inc. a SaaS based Artificial Intelligence powered conversational platform, headquartered in Austin, Texas, for an aggregated estimated purchase price of \$6.6 million. The estimated purchase price consisted of \$1.2 million in cash, approximately \$3.0 million in shares of common stock of the Company, a potential earn-out consideration of \$1.8 million in cash and \$0.3 million of common stock of the Company, and \$0.3 million of deferred revenue. This transaction was accounted for under the purchase method of accounting and was based upon the estimated fair value of Conversable, Inc.'s net tangible and identifiable intangible assets as of the date of acquisition.

The preliminary purchase price allocation resulted in approximately \$5.0 million of goodwill and approximately \$1.6 million of intangible assets. The goodwill will be deductible for tax purposes. The intangible assets are being amortized over their expected period of benefit. There is a potential earn-out consideration payment to Conversable Inc.'s shareholders for \$2.1 million, which is based on achieving certain targeted financial, strategic, and integration objectives. There is another \$0.6 million potential earn-out consideration payment to Conversable Inc.'s employees, which is considered compensation and is being expensed over 12 months. Conversable Inc.'s capabilities will accelerate the ongoing expansion of the Company's conversational commerce solutions and enhance the Company's ability to deliver proactive and personalized content and services when and where the customer needs it, helping consumers find immediate service through messaging.

The Company is in the process of finalizing all fair value and asset purchase accounting adjustments. The effect of this acquisition is included in the Company's results from September 27, 2018 to September 30, 2018 and is not material, thus no pro-forma disclosure is provided.

In January 2018, the Company acquired the employees and technology assets of BotCentral, Inc., a Silicon Valley based startup, for an approximate purchase price of \$1.0 million in common stock of the Company. The Company incurred an additional \$0.2 million related to acquisition costs. This transaction was accounted for as an asset purchase. The aggregate amount of approximately \$1.2 million is included in "Intangibles, net" on the Company's September 30, 2018 condensed consolidated balance sheet. While an active participant in the LiveEngage for Bots partner program, the BotCentral team created a number of bot solutions for major brands in banking, insurance, and travel, running on LivePerson's conversational platform. With the team's expertise and knowledge of the LiveEngage platform, the team is bringing valuable insight for LivePerson's customers and partners, and enabling the company to more rapidly optimize its bot deployment capabilities, and grow the ecosystem.

**9. Fair Value Measurements**

The Company measures its cash equivalents at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Inputs reflect: quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

**Financial Assets and Liabilities**

The carrying amount of cash, accounts receivable, and accounts payable approximate their fair value due to their short-term nature. The Company's assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of September 30, 2018 and December 31, 2017, are summarized as follows (amounts in thousands). The Company has no restricted cash balance at September 30, 2018. The Company's restricted cash balance of \$1.5 million at December 31, 2017 was not held in a money market account and is not included in the following table.

	September 30, 2018				December 31, 2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
Cash equivalents:								
Money market funds	\$ 2,828	\$ —	\$ —	\$ 2,828	\$ 2,806	\$ —	\$ —	\$ 2,806
Foreign currency derivative contracts	—	—	—	—	—	65	—	65
<b>Total assets</b>	<b>\$ 2,828</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2,828</b>	<b>\$ 2,806</b>	<b>\$ 65</b>	<b>\$ —</b>	<b>\$ 2,871</b>
<b>Liabilities:</b>								
Contingent earn-out	\$ —	\$ —	\$ 1,800	\$ 1,800	\$ —	\$ —	\$ —	\$ —
Foreign currency derivative contracts	—	—	—	—	—	2	—	2
<b>Total liabilities</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,800</b>	<b>\$ 1,800</b>	<b>\$ —</b>	<b>\$ 2</b>	<b>\$ —</b>	<b>\$ 2</b>

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions based on the best information available.

The Company's money market funds are measured at fair value on a recurring basis based on quoted market prices in active markets and are classified as level 1 within the fair value hierarchy. The Company's only liability that is measured at fair value on a recurring basis is the contingent earn-out and is classified as level 3 within the fair value hierarchy. On a nonrecurring basis, the Company uses fair value measures when analyzing asset impairment. Long-lived tangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If it is determined such indicators are present and the review indicates that the assets will not be fully recoverable, based on undiscounted estimated cash flows over the remaining amortization periods, their carrying values are reduced to estimated fair value. The Company uses an income approach and inputs that constitute level 3. During the third quarter of each year, the Company evaluates goodwill for impairment at the reporting unit level. The Company uses qualitative factors in accordance with ASU No. 2011-08 to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This measurement is classified based on level 3 input.

The Company recorded a contingent earn-out of \$1.8 million in September 2018 in connection with the acquisition of Conversable, Inc. The contingent earn-out is based on achieving certain targeted financial, strategic, and integration objectives. The unobservable inputs considered are probability factors and the time value of money. See Note 8 of the Notes to Condensed Consolidated Financial Statements for a full description of the acquisition.

The changes in fair value of the Level 3 liabilities are as follows (amounts in thousands):

	Contingent Earn-Out	
	September 30, 2018	December 31, 2017
Balance, Beginning of year	\$ —	\$ —
Conversable, Inc. addition (see Note 8)	1,800	—
Cash payment	—	—
Changes in fair value	—	—
Balance, End of year	<u>\$ 1,800</u>	<u>\$ —</u>

### **Derivative Financial Instruments**

The Company is exposed to foreign exchange risks that in part are managed by using derivative financial instruments. The Company entered into foreign currency forward contracts related to risks associated with foreign operations. The Company does not use derivatives for trading purposes. Derivatives are recorded at their estimated fair values based upon Level 2 inputs. Derivatives designated and effective as cash flow hedges are reported as a component of other comprehensive income and reclassified to earnings in the same periods in which the hedged transactions impact earnings. Gains and losses related to derivatives not meeting the requirements of hedge accounting and the portion of derivatives related to hedge ineffectiveness are recognized in current earnings.

As of September 30, 2018, the Company is not party to any foreign currency forward contracts and does not have any restricted cash balance. At December 31, 2017, in accordance with the foreign currency forward contracts, the Company was required to pledge cash as collateral security to be maintained at an Israeli bank. The collateral security would remain in control of the bank, to be available in order to satisfy outstanding obligations under the foreign currency forward contracts. Accordingly, the Company had cash at an Israeli bank of approximately \$1.5 million at December 31, 2017, which is recorded as cash held as collateral in current assets.

The following summarizes certain information regarding the Company's outstanding foreign currency derivative contracts related primarily to intercompany receivables and payables for the periods presented (in thousands):

	As of September 30, 2018	As of December 31, 2017
Notional amount of foreign currency derivative contracts	\$ —	\$ 2,866
Fair value of foreign currency derivatives contracts	\$ —	\$ 63

The fair value of the Company's derivative instruments is summarized below (in thousands):

	Balance Sheet Location	Fair Value of Derivative Instruments	
		As of September 30, 2018	As of December 31, 2017
<b>Derivative Assets</b>			
Derivatives not designated as hedging instruments:			
Foreign currency derivatives contracts	Prepaid expenses and other current assets	\$ —	\$ 65
<b>Derivative Liabilities</b>			
Derivatives not designated as hedging instruments:			
Foreign currency derivatives contracts	Accrued expenses and other liabilities	\$ —	\$ 2

The following summarizes certain information regarding the Company's derivatives that are not designated or are not effective as hedges (in thousands):

Location	Gain (losses) on Derivative Instruments Recognized in Statements of Operations				
	Three Months Ended September 30,		Nine Months Ended September 30,		
	2018	2017	2018	2017	
Foreign currency derivatives contracts	Other (income) expense	\$ —	\$ (19)	\$ (50)	\$ 194

## 10. Commitments and Contingencies

### Contractual Obligations

The Company leases facilities and certain equipment under agreements accounted for as operating leases. These leases generally require the Company to pay all executory costs such as maintenance and insurance. Rental expense for operating leases for the three months ended September 30, 2018 and 2017 was approximately \$2.9 million and \$2.3 million, respectively. Rental expense for operating leases for the nine months ended September 30, 2018 and 2017 was approximately \$7.2 million and \$7.3 million, respectively.

### Employee Benefit Plans

The Company has a 401(k) defined contribution plan covering all eligible employees. The Company provides for employer matching contributions equal to 50% of employee contributions, up to the lesser of 5% of eligible compensation or \$6,000. Matching contributions are deposited into the employee's 401(k) account and are subject to 5 year graded vesting. Salaries and related expenses include \$0.4 million and \$0.3 million of employer matching contributions for both the three months ended September 30, 2018 and 2017, respectively. Salaries and related expenses include \$1.2 million and \$1.1 million of employer matching contributions for the nine months ended September 30, 2018 and 2017, respectively.

### Letters of Credit

As of September 30, 2018, the Company has a \$1.8 million letter of credit outstanding substantially in favor of a certain landlord for office space. In addition, the Company has a letter of credit totaling \$0.1 million as a security deposit for the due performance by the Company of the terms and conditions of a supply contract. There were no draws against these letters of credit during the nine months ended September 30, 2018.

## 11. Stockholders' Equity

### Common Stock

As of September 30, 2018, there were 100,000,000 shares of common stock authorized, and 63,201,497 shares issued and outstanding. As of December 31, 2017, there were 100,000,000 shares of common stock authorized, and 59,663,969 shares issued and outstanding. The par value for common shares is \$0.001.

### Preferred Stock

As of September 30, 2018 and December 31, 2017, there were 5,000,000 shares of preferred stock authorized, and zero shares issued and outstanding. The par value for preferred shares is \$0.001.

## Stock Repurchase Program

On December 10, 2012, the Company's Board of Directors approved a stock repurchase program through June 30, 2014. Under the stock repurchase program, the Company is authorized to repurchase shares of its common stock, in the open market or privately negotiated transactions, at times and prices considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations. On March 13, 2014, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from \$30.0 million to \$40.0 million. On July 23, 2014, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from \$40.0 million to \$50.0 million. On February 16, 2016, the Company's Board of Directors increased the aggregate purchase price of the total stock repurchase program by an additional \$14.0 million. On November 21, 2016, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from \$64.0 million to \$74.0 million and extended the expiration date of the program out to December 31, 2017. On May 7, 2018, the Company's Board of Directors ratified the extension to December 31, 2018 of the repurchase program, effective as of January 1, 2018. There were 93,750 shares repurchased under this program during the nine months ended September 30, 2018, which were recorded in treasury stock at par on the condensed consolidated balance sheets as of September 30, 2018. As of September 30, 2018, approximately \$17.1 million remained available for purchase under the program.

## Stock-Based Compensation

The Company follows FASB ASC 718-10, "Stock Compensation," which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

The per share weighted average fair value of stock options granted was \$10.13 and \$5.02 during the three months ended September 30, 2018 and 2017, respectively, and \$6.62 and \$3.63 during the nine months ended September 30, 2018 and 2017, respectively. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
Dividend yield	0.0%	0.0%	0.0%	0.0%
Risk-free interest rate	2.8% - 2.9%	1.8%	2.5% - 2.9%	1.7% - 1.9%
Expected life (in years)	5	5	5	5
Historical volatility	43.5% - 43.7%	47.3%	43.5% - 48.4%	46.6% - 47.6%

A description of the methods used in the significant assumptions used to estimate the fair value of stock-based compensation awards follows:

*Dividend yield* – The Company uses 0% as it has never issued dividends and does not anticipate issuing dividends in the near term.

*Risk-free interest rate* – The Company uses the market yield on U.S. Treasury securities at five years with constant maturity, representing the current expected life of stock options in years.

*Expected life* – The Company uses historical data to estimate the expected life of a stock option.

*Historical volatility* – The Company uses a trailing five year from grant date to determine volatility.

## Stock Option Plans

During 1998, the Company established the Stock Option and Restricted Stock Purchase Plan (the "1998 Plan"). Under the 1998 Plan, the Board of Directors could issue incentive stock options or nonqualified stock options or other equity-based awards in respect of up to 5,850,000 shares of common stock. The 2000 Stock Incentive Plan (the "2000 Plan") succeeded the 1998 Plan. Under the 2000 Plan, the options which had been outstanding under the 1998 Plan were incorporated in the 2000 Plan increasing the number of shares available for issuance under the 2000 Plan by approximately 4,150,000, thereby reserving for issuance 10,000,000 shares of common stock in the aggregate.

The Company established the 2009 Stock Incentive Plan (as amended and restated, the "2009 Plan") as a successor to the 2000 Plan. Under the 2009 Plan, the options which had been outstanding under the 2000 Plan were incorporated into the 2009 Plan and the Company increased the number of shares available for issuance under the plan by 6,000,000. The Company amended the 2009 Plan (the "Amended 2009 Plan") effective June 7, 2012. The Amended 2009 Plan increased the number of shares authorized for issuance under the plan by an additional 4,250,000.

On June 2, 2017, the Company's Board of Directors amended and restated the Amended 2009 Plan effective April 30, 2017. The amended and restated plan increased the number of shares authorized for issuance under the plan by an additional 4,000,000, thereby reserving for issuance 27,817,744 shares of common stock in the aggregate. Options to acquire common stock granted thereunder have 10-year terms. As of September 30, 2018, approximately 2.4 million shares of common stock were reserved for issuance under the Amended 2009 Plan (taking into account all option exercises and other equity award settlements through September 30, 2018).

#### **Employee Stock Purchase Plan**

In June 2010, the Company's stockholders approved the 2010 Employee Stock Purchase Plan with 1,000,000 shares of common stock initially reserved for issuance. Subject to stockholder approval, which was obtained on June 2, 2017, the Company's Board of Directors amended and restated the 2010 Employee Stock Purchase Plan effective April 30, 2017. The amended and restated plan increased the number of shares authorized for issuance under the plan by an additional 1,000,000, thereby reserving for issuance 2,000,000 shares of common stock in the aggregate. As of September 30, 2018, approximately 0.9 million shares of common stock were reserved for issuance under the Employee Stock Purchase Plan (taking into account all share purchases through September 30, 2018).

#### **Inducement Plan**

During January 2018, the Company established the Inducement Plan (the "2018 Plan"). Under the 2018 Plan, the Board of Directors can issue incentive stock options or nonqualified stock options or other equity-based awards in respect of up to 1,500,000 shares of common stock. On April 25, 2018, the Company's Board of Directors amended and restated the 2018 Plan (the "Amended 2018 Plan"). The Amended 2018 Plan increased the number of shares authorized for issuance under the plan by an additional 500,000 shares, thereby reserving for issuance 2,000,000 shares of common stock in the aggregate. As of September 30, 2018, approximately 0.2 million shares of common stock were reserved for issuance under the Amended 2018 Plan (taking into account all option exercises and other equity award settlements through September 30, 2018).

#### **Stock Option Activity**

A summary of the Company's stock option activity and weighted average exercise prices follows:

	Stock Option Activity		Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
	Options (in thousands)	Weighted Average Exercise Price		
Balance outstanding at December 31, 2017	7,959	\$ 10.71		
Granted	1,952	15.03		
Exercised	(2,874)	10.72		
Cancelled or expired	(554)	9.91		
Balance outstanding at September 30, 2018	6,483	\$ 12.07	6.91	\$ 90,038
Options vested and expected to vest	5,614	\$ 11.80	6.55	\$ 79,474
Options exercisable at September 30, 2018	3,250	\$ 11.00	4.78	\$ 48,604

The total fair value of stock options exercised during the nine months ended September 30, 2018 was approximately \$15.2 million. As of September 30, 2018, there was approximately \$16.1 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted average period of approximately 2.9 years.

The following table summarizes information about outstanding and vested stock options as of September 30, 2018:

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number of Shares Outstanding (in thousands)	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number of Shares (in thousands)	Weighted-Average Exercise Price	
\$1.79 - \$7.60	1,152	6.47	\$ 6.92	583	\$	6.43
\$7.95 - \$9.55	664	6.35	9.21	479		9.21
\$9.90 - \$10.13	659	5.72	10.09	655		10.09
\$10.31 - \$11.96	674	7.06	11.27	395		11.01
\$12.09 - \$12.32	41	2.85	12.29	41		12.29
\$12.45 - \$12.45	930	9.38	12.45	—		—
\$12.46 - \$13.59	759	3.76	13.28	702		13.26
\$14.30 - \$15.96	697	8.72	14.72	61		15.94
\$16.05 - \$21.75	721	6.92	18.09	334		17.44
\$22.35 - \$27.25	186	9.82	23.84	—		—
	<u>6,483</u>	6.91	\$ 12.07	<u>3,250</u>	\$	11.00

### Restricted Stock Unit Activity

A summary of the Company's restricted stock units ("RSUs") activity and weighted average exercise prices follows:

	Restricted Stock Unit Activity		
	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value (Per Share)	Aggregate Fair Value (in thousands)
Balance outstanding at December 31, 2017	1,123	\$ 9.03	\$ —
Awarded	2,130	16.35	—
Released	(334)	9.04	—
Forfeited	(234)	10.42	—
Non-vested and outstanding at September 30, 2018	<u>2,685</u>	\$ 14.71	\$ 69,673
Expected to vest	<u>1,878</u>	\$ 13.93	\$ 48,741

RSUs granted to employees generally vest over a three to four-year period or upon achievement of certain performance conditions. In accordance with ASU 2017-09, as of September 30, 2018, total unrecognized compensation cost, adjusted for estimated forfeitures, related to nonvested RSUs was approximately \$35.9 million and the weighted-average remaining vesting period was 2.8 years.

## 12. Restructuring

The Company's restructuring costs relate to the wind-down of our legacy platform and severance costs associated with re-prioritizing and reallocating resources to focus on areas showing high growth potential within our Business Segment. The expense associated with this restructuring was approximately \$0.7 million during the three months ended September 30, 2018 and approximately \$2.8 million and \$2.3 million during the nine months ended September 30, 2018 and 2017, respectively. There were no restructuring costs during the three months ended September 30, 2017. The Company expects to incur additional restructuring costs through December 31, 2019. The restructuring liability was approximately \$1.2 million as of September 30, 2018 and \$2.3 million as of December 31, 2017. It is classified as accrued expenses and other current liabilities on the condensed consolidated balance sheets.

The following table presents the detail of the liability for the Company's restructuring charges for the periods presented (amounts in thousands):

	September 30, 2018	December 31, 2017
Balance, Beginning of the year	\$ 2,338	\$ 2,551
Severance and other associated costs	2,806	648
Cash payments	(3,895)	(2,807)
Wind down cost legacy platform	—	1,946
Balance, End of period	<u>\$ 1,249</u>	<u>\$ 2,338</u>

The following table presents the detail of expenses for the Company's restructuring charges for the three months ended September 30, 2018 (amounts in thousands):

	September 30, 2018	September 30, 2017
Severance and other associated costs	\$ 722	\$ (31)
Wind down cost legacy platform	—	31
Total restructuring costs	<u>\$ 722</u>	<u>\$ —</u>

The following table presents the detail of expenses for the Company's restructuring charges for the nine months ended September 30, 2018 (amounts in thousands):

	September 30, 2018	September 30, 2017
Severance and other associated costs	\$ 2,806	\$ 399
Wind down cost legacy platform	—	1,916
Total restructuring costs	<u>\$ 2,806</u>	<u>\$ 2,315</u>

### 13. Legal Matters

The Company previously filed an intellectual property suit against [24]7 Customer, Inc. in the Southern District of New York on March 6, 2014 seeking damages on the grounds that [24]7 reverse engineered and misappropriated the Company's technology to develop competing products and misused the Company's business information. On June 22, 2015, [24]7 Customer, Inc. filed suit against the Company in the Northern District of California alleging patent infringement. On December 7, 2015, [24]7 Customer Inc. filed a second patent infringement suit against the Company, also in the Northern District of California. On March 16, 2017, the New York case was voluntarily transferred and consolidated with the two California cases in the Northern District of California for all pre-trial purposes. Recent rulings by both the Court and the United States Patent Office in the Company's favor have invalidated the majority of [24]7 patents that were asserted in the patent cases. Trial for the Company's intellectual property and other claims asserted against [24]7 in the original litigation is currently set for April 1, 2019. The Company believes the claims filed by [24]7 are without merit and intends to defend them vigorously.

The Company routinely assesses all of its litigation and threatened litigation as to the probability of ultimately incurring a liability, and records its best estimate of the ultimate loss in situations where the Company assesses the likelihood of loss as probable.

From time to time, the Company is involved in or subject to legal, administrative and regulatory proceedings, claims, demands and investigations arising in the ordinary course of business, including direct claims brought by or against the Company with respect to intellectual property, contracts, employment and other matters, as well as claims brought against the Company's customers for whom the Company has a contractual indemnification obligation. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. In addition, in the event the Company determines that a loss is not probable, but is reasonably possible, and it becomes possible to develop what the Company believes to be a reasonable range of possible loss, then the Company will include disclosure related to such matter as appropriate and in compliance with ASC 450. The accruals or estimates, if any, resulting from the foregoing analysis, are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, the Company will, as applicable, adjust the accrual in the period the determination is made, disclose an estimate of the additional loss or range of loss, indicate that the estimate is immaterial with respect to its financial

statements as a whole or, if the amount of such adjustment cannot be reasonably estimated, disclose that an estimate cannot be made.

From time to time, third parties assert claims against the Company regarding intellectual property rights, privacy issues and other matters arising in the ordinary course of business. Although the Company cannot be certain of the outcome of any litigation or the disposition of any claims, nor the amount of damages and exposure, if any, that the Company could incur, the Company currently believes that the final disposition of all existing matters will not have a material adverse effect on our business, results of operations, financial condition or cash flows. In addition, in the ordinary course of business, the Company is also subject to periodic threats of lawsuits, investigations and claims. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.

#### **14. Subsequent Events**

##### ***AdvantageTec Inc.***

In October 2018, the Company entered into a stock purchase agreement to acquire the outstanding equity interest of AdvantageTec, Inc. (“AdvantageTec”), a leading provider of texting solutions for service departments of automotive dealerships that helps enable conversational commerce across the entire dealership, including variable and fixed operations. The purchase agreement was for total consideration of approximately \$16.6 million, which includes approximately \$6.0 million in cash, approximately \$4.5 million in shares of common stock and approximately \$5.7 million of potential earn-out consideration in cash and shares of common stock. The earn-out is contingent upon achieving certain targeted financial, strategic and integration objectives and milestones and is included as part of the purchase price. The acquisition enhances the Company’s messaging platform available for the automotive industry.

The transaction will be accounted for under the purchase method of accounting. The Company is in the process of finalizing all fair value and purchase accounting adjustments.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### General

*Our discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which are prepared in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments and assumptions that management believes are reasonable based upon the information available. We base these estimates on our historical experience, future expectations and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments that may not be readily apparent from other sources. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. These estimates and assumptions relate to estimates of the carrying amount of goodwill, intangibles, depreciation, stock based-compensation, valuation allowances for deferred income taxes, accounts receivable, the expected term of a customer relationship, accruals and other factors. We evaluate these estimates on an ongoing basis. Actual results could differ from those estimates under different assumptions or conditions, and any differences could be material.*

### Overview

LivePerson was incorporated in the State of Delaware in November 1995 and our service was introduced in November 1998. We make life easier by transforming how people communicate with brands. LiveEngage, our enterprise-class, cloud-based platform, enables businesses and consumers to connect through conversational interfaces, such as in-app and mobile messaging, while leveraging bots and Artificial Intelligence (AI) to increase efficiency. As consumers have reoriented their digital lives around the smartphone, messaging apps have become their preferred communication channel to connect with each other. We allow brands to align with this new consumer preference, and deploy messaging at scale for customer care, marketing and sales, instead of requiring that consumers use email or call a 1-800 number. More than 18,000 businesses, including Adobe, Citibank, EE, HSBC, IBM, L'Oreal, Orange, PNC, and The Home Depot employ our technology to keep pace with rising customer service expectations and to align with preferences for digital communication channels.

We are organized into two operating segments: Business and Consumer. The Business segment enables brands to leverage LiveEngage's sophisticated intelligence engine to connect with consumers through an integrated suite of mobile and online business messaging technologies. The Consumer segment facilitates online transactions between independent service providers ("Experts") and individual consumers ("Users") seeking information and knowledge for a fee via mobile and online messaging.

In order to sustain growth in these segments, our strategy is to expand our position as a leading provider of online and mobile messaging solutions that transform how people communicate with brands. To accomplish this, we are focused on the following current initiatives:

***Strengthening Our Position in both Existing and New Markets and Growing Our Recurring Revenue Base.*** LivePerson plans to continue to develop its market position by increasing its customer base, and expanding within its installed base. We will continue to focus primarily on key target markets: automotive, financial services, retail, technology, telecommunications, and travel/hospitality within both our enterprise and mid-market sectors, as well as the small business (SMB) sector. Healthcare, insurance, real estate and energy utilities are new target industries and natural extensions of our primary target markets. We plan to leverage our LiveEngage platform to replace a portion of calls traditionally made to 1-800 numbers with text and mobile messaging, and to increase adoption of real-time, campaign-based messaging across our customer's online properties. We intend to collaborate with our large installed customer base to optimize the value and effectiveness that brands derive from our services. We are also focused on strengthening our recurring revenue stream by signing larger, long-term, and more strategic deals.

One of the key ways we are developing our market position is by hosting customer summits for executive level attendees from our targeted enterprise customer base and prospects. These customer summits feature existing customers that have demonstrated strong success with messaging and bots on LiveEngage. We believe that scaled reference customers advocating the adoption of messaging on LiveEngage to targeted peer groups will be a key driver of our growth. In 2017, we increased the pacing and scale of these summits, a pattern that we have continued in 2018.

***Fuel Increased Usage by Expanding Messaging Channels, Use Cases and Interaction Types.*** LiveEngage currently supports numerous messaging endpoints including branded mobile apps, mobile and desktop web browsers, IVRs, SMS, Facebook Messenger and LINE. We intend to increase the number of endpoints supported by the LiveEngage platform to include additional third-party social apps and device-based systems. We also intend to broaden the use cases of LiveEngage across our customer base, to support care, sales, marketing and retail footprints. In addition, LivePerson continues to expand the breadth of interaction types available to customers on the platform. For example, in addition to our broad suite of messaging and real-time chat

technologies, customers have access to content delivery, analytics, cobrowse, and PCI compliance, as well as proprietary and third-party bot offerings. LivePerson offers a platform pricing model, which provides businesses access to our entire suite of messaging technologies across their entire agent pool for a pre-negotiated cost per interaction. We believe this model will lead to growth opportunities for LivePerson as customers adopt new messaging channels, use cases and interaction types.

**Leverage Partners to Enhance our Offering.** In addition to developing our own applications, we continue to cultivate a partner ecosystem capable of offering additional applications and services to our customers. The pace of our ecosystem expansion has accelerated in 2018, as we built on our existing integrations with Facebook Messenger and LINE, by adding integrations to Apple Business Chat, Google Rich Business Messenger, WhatsApp, Alexa and Google Home. These popular conversational interfaces enable brands the opportunity to connect to millions of consumers, which in turn can increase traffic on our platform.

Our offering is vendor agnostic, empowering our customers to manage a mix of different bots, human agents and technologies from one control panel, thereby optimizing contact center efficiency. In 2017, LivePerson launched the LiveEngage for Bots program and we have subsequently integrated LiveEngage with multiple artificial intelligence/bots vendors, including IBM Watson. LivePerson's proprietary and third-party AI/bots enable brands to partially or fully automate communications with their customers. In addition, we have opened up access to our platform and our products with application programming interfaces (APIs) that allow third parties to develop on top of our platform. Customers and partners can utilize these APIs to build our capabilities into their own applications and to enhance our applications with their services. In 2017, we allocated additional resources to supporting partners and we expect this investment to increase as our partner network expands.

**Maintaining Market Leadership in Technology and Security Expertise.** As described above, we are devoting significant resources to creating new products and enabling technologies designed to accelerate innovation. In order to better support our customers and to attract the best talent, LivePerson is globalizing research and development. We now have tech centers in Israel; Mannheim, Germany; New York; Atlanta; Austin; San Francisco; and Seattle. We evaluate emerging technologies and industry standards and continually update our technology in order to retain our leadership position in each market we serve. We monitor legal and technological developments in the area of information security and confidentiality to ensure our policies and procedures meet or exceed the demands of the world's largest and most demanding corporations. We believe that these efforts will allow us to effectively anticipate changing customer and consumer requirements in our rapidly evolving industry.

**International Presence.** LivePerson is focused on expanding its international revenue contribution, which increased to 37% of total revenue in 2017, from 34% in 2016 and 33% in 2015. LivePerson generated positive results from previous investments in direct sales and services personnel in the United Kingdom and Western Europe. We also continued to focus on expanding our presence in the Asia Pacific region, leveraging our relationships with partners.

**Continuing to Build Brand Recognition.** As a pioneer of brand-to-consumer digital messaging, LivePerson enjoys strong brand recognition and credibility. We continue to develop relationships with the media, industry analysts and relevant business associations to enhance awareness of our leadership within the care, sales, tech and marketing industries. With a vision of becoming the leader in messaging, we've hosted several private executive events for our customers and prospects, highlighting our expertise and the breadth of our services. These private executive events have led us to close several high-profile deals and we are continuing them throughout 2018. Our focus on connecting large enterprise businesses and their millions of consumers securely and at scale is a primary differentiator for LivePerson and a key component of our marketing strategy. We strategically target decision makers and influencers within several key vertical markets, leveraging customer successes to generate increased awareness and demand for brand-to-consumer messaging. In addition, our brand name may also be visible to both business users and consumers on a brand's website, within the dialog messaging window. We also engage in digital marketing campaigns that promote our brand on web searches and third-party sites.

**Increasing the Value of Our Service to Our Customers.** Leveraging LiveEngage to shift communication between consumers and brands from 1-800 number calls to AI and human-powered messaging is the most important initiative in LivePerson's history. We believe that adoption of LiveEngage will align brands with consumer communication preferences, improve the customer experience and reduce contact center costs. Our platform strategy makes available the full suite of LivePerson's capabilities through a single solution. In addition, the open architecture of LiveEngage will enable LivePerson to rapidly add new capabilities either directly or through partners. For example, we see opportunities for additional efficiencies in the contact center through the integration of artificial intelligence and bots. Because we directly manage the server infrastructure, we can make new features available to our customers immediately upon release, without customer or end-user installation of software or hardware. Our strategy is to continue to enhance the LiveEngage messaging platform and to leverage the substantial amount of mobile and online consumer data we collect, with the aim of increasing agent efficiency, decreasing customer care costs, improving the customer experience and increasing customer lifetime value.

**Evaluating Strategic Alliances and Acquisitions When Appropriate.** We have successfully integrated several acquisitions over the past decade. While we have in the past, and may from time to time in the future, engage in discussions regarding acquisitions or strategic transactions or to acquire other companies that can accelerate our growth or broaden our product offerings, we currently have no binding commitments with respect to any future acquisitions or strategic transactions.

## Key Metrics

Financial overview of the three months ended September 30, 2018 compared to the three months ended September 30, 2017:

- Total revenue increased 14% to \$64.2 million from \$56.5 million
- Revenue from our Business segment increased 14% to \$59.3 million from \$52.1 million.
- Gross profit margin increased to 76% from 74%.
- Cost and expenses increased 22% to \$69.0 million from \$56.7 million.
- Net loss increased to \$7.0 million from \$1.3 million.
- Average annual revenue per enterprise and mid-market customer was greater than \$270,000 over the trailing twelve months ended September 30, 2018, as compared to greater than \$215,000 for the trailing twelve months ended September 30, 2017.
- The revenue retention rate for full service customers on LiveEngage was greater than 100% over the trailing twelve months ended September 30, 2018, continuing the trend of 100% plus revenue retention that we reported in 2017. Revenue retention rate measures the percentage of revenue retained at quarter end, from full service customers that were on LiveEngage at the same period a year ago.

## Adjusted EBITDA

To provide investors with additional information regarding our financial results, we have disclosed adjusted EBITDA, which is a non-GAAP financial measure. The adjusted EBITDA table below presents a reconciliation of adjusted EBITDA to net loss, the most directly comparable GAAP financial measure.

We have included adjusted EBITDA in this Quarterly Report on Form 10-Q because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short and long-term operational plans. In particular, the exclusion of certain expenses in calculating adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the payment of bonuses to our executive officers. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- adjusted EBITDA does not consider the potentially dilutive impact of equity-based compensation;
- adjusted EBITDA does not consider the impact of restructuring cost;
- adjusted EBITDA does not consider the impact of other non-recurring costs;
- adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us; and
- other companies, including companies in our industry, may calculate adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider adjusted EBITDA alongside other financial performance measures, including net income (loss) and our other GAAP results. The following table presents a reconciliation of adjusted EBITDA for each of the periods indicated (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
<b>Reconciliation of Adjusted EBITDA</b>				
GAAP net loss	\$ (7,043)	\$ (1,310)	\$ (18,567)	\$ (14,519)
Amortization of purchased intangibles	709	1,109	2,131	3,968
Stock-based compensation	4,074	1,843	10,338	6,103
Depreciation	3,557	3,179	10,343	9,017
Other non-recurring costs	1,608 <sup>(1)</sup>	1,640 <sup>(2)</sup>	4,646 <sup>(3)</sup>	4,998 <sup>(2)</sup>
Restructuring costs	722 <sup>(4)</sup>	—	2,806 <sup>(5)</sup>	2,315 <sup>(6)</sup>
Provision for income taxes	2,004	1,256	2,051	3,000
Other expense (income), net	213	(191)	53	(412)
Adjusted EBITDA	\$ 5,844	\$ 7,526	\$ 13,801	\$ 14,470

<sup>(1)</sup> Includes litigation costs of \$1.1 million and consulting costs of \$0.5 million for the three months ended September 30, 2018.

<sup>(2)</sup> Includes litigation costs of \$1.6 million and \$5.0 million for the three and nine months ended September 30, 2017, respectively.

<sup>(3)</sup> Includes litigation costs of \$3.2 million, consulting costs of \$0.9 million, executive recruitment costs of \$0.3 million, and executive relocation costs of \$0.2 million for the nine months ended September 30, 2018.

<sup>(4)</sup> Includes severance costs of \$0.1 million and other compensation-related costs of \$0.6 million for the three months ended September 30, 2018.

<sup>(5)</sup> Includes severance costs of \$2.2 million and other compensation-related costs of \$0.6 million for the nine months ended September 30, 2018.

<sup>(6)</sup> Includes wind down costs of legacy platform of \$1.9 million and severance costs of \$0.4 million for the nine months ended September 30, 2017.

## Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments and assumptions that management believes are reasonable based upon the information available. We base these estimates on our historical experience, future expectations and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments that may not be readily apparent from other sources. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods.

We believe that the assumptions and estimates associated with revenue recognition, depreciation, stock-based compensation, accounts receivable, the valuation of goodwill and intangible assets, income taxes and legal contingencies have the greatest potential impact on our consolidated financial statements. We evaluate these estimates on an ongoing basis. Actual results could differ from those estimates under different assumptions or conditions, and any differences could be material. The significant accounting policies which we believe are the most critical to aid in fully understanding and evaluating the reported consolidated financial results include the following:

### Revenue Recognition

The majority of our revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. Revenues are recognized when control of these services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

We determine revenue recognition through the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contract;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

Total revenue of \$64.2 million and \$184.1 million recognized during the three months and nine months ended September 30, 2018, respectively, under ASU No. 2014-09, "Revenue from Contracts with Customers" ("Topic 606"), was not materially different from what would have been recognized under Topic 605.

#### *Hosted Services- Business Revenue*

Hosted Services Business revenue is reported at the amount that reflects the ultimate consideration expected to be received and primarily consist of fees that provide customers access to LiveEngage, our enterprise-class, cloud-based platform. We have determined such access represents a stand-ready service provided continually throughout the contract term. As such, control and satisfaction of this stand-ready performance obligation is deemed to occur over time. We recognize this revenue over time on a ratable basis over the contract term, beginning on the date that access to the LiveEngage platform is made available to the customer. The passage of time is deemed to be the most faithful depiction of the transfer of control of the services as the customer simultaneously receives and consumes the benefit provided by our performance. Subscription contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements. Additionally, for certain of our larger customers, we may provide call center labor through an arrangement with one or more of several qualified vendors. For most of these customers, we pass the fee we incur with the labor provider and the fee for the hosted services through to our customers in the form of a fixed fee for each order placed via our online engagement solutions. For these Pay for Performance ("PFP") arrangements in accordance with ASC 606, "Principal Agent Considerations", we act as a principal in a transaction if it controls the specified goods or services before they are transferred to the customer.

#### *Professional Services Revenues*

Professional services revenue primarily consists of fees for deployment and optimization services, as well as training delivered on an on-demand basis which is deemed to represent a distinct stand-ready performance obligation. Professional Services Revenues are reported at the amount that reflects the ultimate consideration we expect to receive in exchange for such services. Control for the majority of our Professional Services contracts passes over time to the customer and is recognized ratably over the contracted period, as the passage of time is deemed to be the most faithful depiction of the transfer of control. For certain deployment services, which are not deemed to represent a distinct performance obligation, revenue will be recognized in the same manner as the fee for access to the LiveEngage platform and as such will be recognized on a straight-line basis over the contract term. For services billed on a fixed price basis, revenue is recognized over time based on the proportion performed using inputs as the measure of progress toward complete satisfaction of the performance obligation. Professional service contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements.

#### *Contracts with Multiple Performance Obligations*

Some of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. We determine the standalone selling prices based on our overall pricing objectives, taking into consideration market conditions and other factors, including the value of our contracts, the cloud applications sold, and the number and types of users within our contracts.

#### *Hosted Services- Consumer Revenue*

For revenue from our Consumer segment generated from online transactions between Experts and Users, revenue is recognized at an amount net of Expert fees in accordance with ASC 606, "Principal Agent Considerations," due primarily to the fact that the Expert is the primary obligor. Additionally, we perform as an agent without any risk of loss for collection, and are not involved in selecting the Expert or establishing the Expert's fee. We collect a fee from the consumer and retain a portion of the fee, and then remit the balance to the Expert. Revenue from these transactions is recognized at the point in time when the transaction is complete and no significant performance obligations remain.

## *Deferred Revenues*

We record deferred revenues when cash payments are received or due in advance of our performance. The increase in the deferred revenue balance for the nine months ended September 30, 2018 is primarily driven by cash payments received or due in advance of satisfying our performance obligations, partially offset by \$31.7 million of revenues recognized that were included in the deferred revenue balance as of December 31, 2017.

## ***Stock-Based Compensation***

We follow ASC 718-10, "Stock Compensation," which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

As of September 30, 2018, there was approximately \$16.1 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted average period of approximately 2.9 years. As of September 30, 2018, there was approximately \$35.9 million of total unrecognized compensation cost related to nonvested restricted stock units. That cost is expected to be recognized over the remaining weighted average period of approximately 2.8 years.

## ***Accounts Receivable***

Our customers are located primarily in the United States. We perform ongoing credit evaluations of our customers' financial condition (except for customers who purchase the LivePerson services by credit card via Internet download) and have established an allowance for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information that we believe to be reasonable, although they may change in the future. If there is a deterioration of a customer's credit worthiness or actual write-offs are higher than our historical experience, our estimates of recoverability for these receivables could be adversely affected. Although our large number of customers limits our concentration of credit risk we do have several large customers. If we experience a significant write-off from one of these large customers, it could have a material adverse impact on our condensed consolidated financial statements. No single customer accounted for or exceeded 10% of our total revenue in the three and nine months ended September 30, 2018 and 2017. No customer accounted for approximately 10% of accounts receivable as of September 30, 2018 and December 31, 2017.

A large proportion of our receivables are due from larger corporate customers that typically have longer payment cycles. We base our allowance for doubtful accounts on specifically identified credit risks of customers, historical trends and other information that we believe to be reasonable. Receivables are written-off and charged against its recorded allowance when we have exhausted collection efforts without success. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected. During the nine months ended September 30, 2018, our allowance for doubtful accounts increased by \$0.6 million to approximately \$2.0 million. During 2017, we decreased our allowance for doubtful accounts by \$0.4 million to approximately \$1.3 million.

## ***Goodwill***

In accordance with ASC 350, "Goodwill and Other Intangible Assets," goodwill and indefinite-lived intangible assets are not amortized, but reviewed for impairment upon the occurrence of events or changes in circumstances that would reduce the fair value below its carrying amount. Goodwill is required to be tested for impairment at least annually. In September 2011, Financial Accounting Standards Board ("FASB") issued ASU No. 2011-08, Intangibles — Goodwill and Other (Topic 350) ("ASU 2011-08"). ASU 2011-08 permits an entity to first assess qualitative factors to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. If it is determined that the fair value of a reporting unit is more likely than not to be less than its carrying value (including unrecognized intangible assets) then it is necessary to perform the second step of the goodwill impairment test. The second step of the goodwill impairment test is judgmental in nature and often involves the use of significant estimates and assumptions. Similarly, estimates and assumptions are used in determining the fair value of other intangible assets. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. We perform internal valuation analysis and consider other market information that is publicly available. Estimates of fair value are primarily determined using discounted cash flows and market comparisons. These approaches use significant estimates and assumptions including projected future cash flows (including timing), discount rates reflecting the risk inherent in future cash flows, perpetual growth rates, determination of appropriate market comparables and the determination of whether a premium or discount should be applied to such comparables.

We evaluate for goodwill impairment annually on September 30<sup>th</sup>. On September 30, 2018, we determined that it was not more-likely that the fair value of the reporting units are less than their carrying amount. Accordingly, we did not perform the two-step goodwill impairment test.

#### ***Impairment of Long-Lived Assets***

In accordance with ASC 360-10, "Accounting for the Impairment or Disposal of Long-lived Assets," long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. We do not have any long-lived assets, including intangible assets, which we consider to be impaired.

#### ***Legal Contingencies***

We are subject to legal proceedings and litigation arising in the ordinary course of business. Periodically, we evaluate the status of each legal matter and assess our potential financial exposure. If the potential loss from any legal proceeding or litigation is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required to determine the probability of a loss and whether the amount of the loss is reasonably estimable. The outcome of any proceeding is not determinable in advance. As a result, the assessment of a potential liability and the amount of accruals recorded are based only on the information available at the time. As additional information becomes available, we reassess the potential liability related to the legal proceeding or litigation, and may revise our estimates. Any revisions could have a material effect on our results of operations. See Note 13, Legal Matters, of the Notes to the Condensed Consolidated Financial Statements for additional information on our legal proceedings and litigation.

#### ***Recently Issued Accounting Standards***

See Note 1 of the Notes to Condensed Consolidated Financial Statements for a full description of recently issued accounting standards.

#### ***Recently Adopted Accounting Pronouncements***

See Note 1 of the Notes to Condensed Consolidated Financial Statements for a full description of recently adopted accounting pronouncements.

#### ***Revenue***

The majority of our revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. We charge a monthly, quarterly or annual fee, which varies by service and customer usage. The majority of our larger customers also pay a professional services fee related to implementation and ongoing optimization services. A large proportion of our revenue from new customers comes from large corporations. These companies typically have more significant implementation requirements and more stringent data security standards. Such customers also have more sophisticated data analysis and performance reporting requirements, and are likely to engage our professional services organization to provide such analysis and reporting on a recurring basis. Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Revenue from our Business segment accounted for 92% of total revenue for the three and nine months ended September 30, 2018 and 2017. Revenue attributable to our monthly hosted Business services accounted for 84% and 86% of total Business revenue for the three and nine months ended September 30, 2018, respectively. Revenue attributable to our monthly hosted Business services accounted for 89% of total Business revenue for the three and nine months ended September 30, 2017. Our service agreements typically have twelve month terms and, in some cases, are terminable or may terminate upon 30 to 90 days' notice without penalty. Given the time required to schedule training for our customers' operators and our customers' resource constraints, we have historically experienced a lag between signing a customer contract and recognizing revenue from that customer. Although this lag typically ranges from 30 to 90 days, it may take more or less time between contract signing and recognizing revenue in certain situations.

Revenue from our Consumer segment is generated from online transactions between Experts and Users and is recognized net of Expert fees and accounted for approximately 8% of total revenue for the three and nine months ended September 30, 2018 and 2017.

We also have entered into contractual arrangements that complement our direct sales force and online sales efforts. These are primarily with call center service companies, pursuant to which LivePerson is paid a commission based on revenue generated by these service companies from our referrals. To date, revenue from such commissions has not been material.

## Costs and Expenses

Our cost of revenue consists of:

- compensation costs relating to employees who provide customer support and implementation services to our customers;
- outside labor provider costs;
- compensation costs relating to our network support staff;
- depreciation of certain hardware and software;
- allocated occupancy costs and related overhead;
- the cost of supporting our infrastructure, including expenses related to server leases, infrastructure support costs and Internet connectivity;
- the credit card fees and related payment processing costs associated with consumer and self-service customers; and
- amortization of certain intangibles.

Our sales and marketing expenses consist of compensation and related expenses for sales personnel and marketing personnel, online marketing, allocated occupancy costs and related overhead, advertising, marketing events, sales commissions, public relations, promotional materials, travel expenses and trade show exhibit expenses.

Our general and administrative expenses consist primarily of compensation and related expenses for executive, accounting, legal, information technology and human resources personnel, allocated occupancy costs and related overhead, professional fees, provision for doubtful accounts and other general corporate expenses.

Our product development expenses consist primarily of compensation and related expenses for product development personnel, allocated occupancy costs and related overhead, outsourced labor and expenses for testing new versions of our software. Product development expenses are charged to operations as incurred.

### Non-Cash Compensation Expense

The net non-cash compensation amounts are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
	(in thousands)		(in thousands)	
Stock-based compensation expense	\$ 4,074	\$ 1,843	\$ 10,338	\$ 6,103

## Results of Operations

We are organized into two operating segments for purposes of making operating decisions and assessing performance. The Business segment enables brands to leverage LiveEngage's sophisticated intelligence engine to connect with consumers through an integrated suite of mobile and online business messaging technologies. The Consumer segment facilitates online transactions between independent service providers ("Experts") and individual consumers ("Users") seeking information and knowledge for a fee via mobile and online messaging.

### Comparison of the Three and Nine Months Ended September 30, 2018 and 2017

#### Revenue

Revenue by Segment:	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(in thousands)			(in thousands)		
Business	\$ 59,337	\$ 52,138	14%	\$ 169,606	\$ 148,501	14%
Consumer	4,876	4,355	12%	14,508	12,985	12%
Total	\$ 64,213	\$ 56,493	14%	\$ 184,114	\$ 161,486	14%

Business revenue increased by 14% to \$59.3 million in the three months ended September 30, 2018 from \$52.1 million in the comparable period in 2017. This variance was primarily attributable to the increase in revenue from professional services of approximately \$3.6 million, in revenue from new customers of approximately \$2.1 million and in revenue from existing customers of approximately \$2.0 million. This was partially offset by decreases in revenue that is variable principally based on pay for performance of approximately \$0.5 million.

Business revenue increased by 14% to \$169.6 million in the nine months ended September 30, 2018 from \$148.5 million in the comparable period in 2017. This variance was primarily attributable to the increase in revenue from professional services of approximately \$7.3 million, in revenue from existing customers of approximately \$7.3 million, in revenue from new customers of approximately \$5.8 million, and in revenue that is variable principally based on pay for performance of approximately \$0.7 million.

In 2017, we had notified the majority of our customers about the end of life on the legacy offering, and not every legacy customer elected to move to LiveEngage. After we finished the migration of current customers from our old platform to our new LiveEngage platform, our focus shifted back to selling and expanding our base of messaging customers. We continued to see a decrease in existing customer cancellations quarter over quarter. During the fourth quarter of 2017, we returned to year over year revenue growth. This trend continued through the nine months ended September 30, 2018.

Consumer revenue increased by 12% to \$4.9 million and \$14.5 million in the three and nine months ended September 30, 2018, respectively, from \$4.4 million and \$13.0 million in the comparable periods in 2017. This variance is driven by an increase in price per minute and in volume of chat minutes.

### **Cost of Revenue - Business**

Cost of revenue consists of compensation costs relating to employees who provide customer service to our customers, compensation costs relating to our network support staff, outside labor provider costs, the cost of supporting our server and network infrastructure, and allocated occupancy costs and related overhead.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Cost of revenue - business	\$ 14,695	\$ 13,681	7 %	\$ 42,699	\$ 40,794	5 %
Percentage of total revenue	23%	24%		23%	25%	
Headcount (at period end):	207	228	(9)%	207	228	(9)%

Cost of revenue increased by 7% to \$14.7 million in the three months ended September 30, 2018, from \$13.7 million in the comparable period in 2017. This variance was primarily attributable to increases in total compensation and related costs for customer service and network operations personnel of approximately \$0.7 million, in outsourced labor and other business services of approximately \$0.4 million and in depreciation of fixed assets of approximately \$0.2 million. This was partially offset by decreases in amortization expense of approximately \$0.3 million.

Cost of revenue increased by 5% to \$42.7 million in the nine months ended September 30, 2018, from \$40.8 million in the comparable period in 2017. This variance was primarily attributable to increases in total compensation and related costs for customer service and network operations personnel of approximately \$1.8 million, in outsourced labor and other business services of approximately \$1.8 million, and in depreciation of fixed assets of approximately \$0.3 million. This was partially offset by decreases in amortization expense of approximately \$1.7 million and in primary and backup server facilities and allocated overhead related to costs supporting our server and network infrastructure of approximately \$0.3 million.

Gross margin for our business segment increased to 75% in the three and nine months ended September 30, 2018, respectively, from 74% and 73% in the comparable periods in 2017. The increase in gross margin was tied to our ability to operationalize cost savings by moving brands off of our legacy platform and realigning our go-to-market strategy around LiveEngage.

### Cost of Revenue - Consumer

Cost of revenue consists of compensation costs relating to employees who provide customer service to Experts and Users, compensation costs relating to our network support staff, the cost of supporting our server and network infrastructure, credit card and transaction processing fees and related costs, and allocated occupancy costs and related overhead.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Cost of revenue - consumer	\$ 994	\$ 860	16 %	\$ 2,980	\$ 2,662	12 %
Percentage of total revenue	2%	2%		2%	2%	
Headcount (at period end)	17	18	(6)%	17	18	(6)%

Cost of revenue increased by 16% to \$1.0 million in the three months ended September 30, 2018, from \$0.9 million in the comparable period in 2017. This variance was primarily attributable to increases in credit card processing fees and depreciation expense and offset by decreases in backup server facilities and allocated occupancy costs and overhead.

Cost of revenue increased by 12% to \$3.0 million in the nine months ended September 30, 2018, from \$2.7 million in the comparable period in 2017. This variance was primarily attributable to increases in depreciation expense, salary and related employee expenses, and credit card processing fees partially offset by decreases in backup server facilities and allocated occupancy costs and overhead.

### Sales and Marketing - Business

Our sales and marketing expenses consist of compensation and related expenses for sales and marketing personnel, as well as advertising, marketing events, public relations, trade show exhibit expenses and allocated occupancy costs and related overhead.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Sales and marketing - business	\$ 24,391	\$ 19,554	25%	\$ 69,453	\$ 60,338	15%
Percentage of total revenue	38%	35%		38%	37%	
Headcount (at period end):	333	288	16%	333	288	16%

Sales and marketing expenses increased by 25% to \$24.4 million in the three months ended September 30, 2018 from \$19.6 million in the comparable period in 2017. This variance was primarily attributable to increases in salaries and related costs for sales and marketing personnel of approximately \$2.6 million, in marketing events, advertising, public relations, and tradeshow exhibit expenses of approximately \$1.8 million, in recruiting expenses of approximately \$0.3 million, and in allocated occupancy costs and overhead of approximately \$0.1 million.

Sales and marketing expenses increased by 15% to \$69.5 million in the nine months ended September 30, 2018 from \$60.3 million in the comparable period in 2017. This variance was primarily attributable to increases in salaries and related costs for sales and marketing personnel of approximately \$3.3 million, in marketing events, advertising, public relations, and tradeshow exhibit expenses of approximately \$2.4 million, in outsourced labor and other business services of approximately \$1.9 million, in recruiting expenses of approximately \$1.4 million, and in allocated occupancy costs and overhead of approximately \$0.2 million.

We have realigned our go-to-market strategy around LiveEngage. Our outreach efforts are primarily focused on fostering a community of thought and industry leadership by targeting a few hundred of the world's largest brands through conference calls and events.

### Sales and Marketing - Consumer

Our sales and marketing expenses consist of compensation and related expenses for marketing personnel, as well as online promotion, public relations and allocated occupancy costs and related overhead.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Sales and marketing - consumer	\$ 2,357	\$ 2,049	15%	\$ 6,818	\$ 6,357	7%
Percentage of total revenue	4%	4%		4%	4%	
Headcount (at period end):	13	13	—%	13	13	—%

Sales and marketing expenses increased by 15% to \$2.4 million in the three months ended September 30, 2018 from \$2.0 million in the comparable periods in 2017. This variance was primarily attributable to increases in advertising and online expenses.

Sales and marketing expenses increased by 7% to \$6.8 million in the nine months ended September 30, 2018 from \$6.4 million in the comparable periods in 2017. This variance was primarily attributable to increases in salaries and related costs for sales and marketing personnel, in outsourced labor, and in advertising and online expenses.

### General and Administrative

Our general and administrative expenses consist of compensation and related expenses for executive, accounting, legal, human resources and administrative personnel, professional fees and other general corporate expenses.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
General and administrative	\$ 11,972	\$ 10,398	15%	\$ 33,594	\$ 30,528	10%
Percentage of total revenue	19%	18%		18%	19%	
Headcount (at period end):	128	101	27%	128	101	27%

General and administrative expenses increased by 15% to \$12.0 million in the three months ended September 30, 2018 from \$10.4 million in the comparable period in 2017. This variance was primarily attributable to increases in total compensation and related employee expenses of approximately \$2.8 million and in business services and outsourced labor of approximately \$0.1 million. This was partially offset by decreases in allocated occupancy costs, related overhead, information technology and other general corporate expenses of approximately \$1.3 million. Non-recurring costs remained relatively flat. Litigation costs decreased by approximately \$0.5 million which were offset by consulting fees relating to cost efficiency analysis of approximately \$0.5 million.

General and administrative expenses increased by 10% to \$33.6 million in the nine months ended September 30, 2018 from \$30.5 million in the comparable period in 2017. This variance was primarily attributable to increases in total compensation and related employee expenses of approximately \$3.9 million and in business services and outsourced labor of approximately \$0.6 million. This was partially offset by a decrease in allocated occupancy costs, related overhead, information technology and other general corporate expenses of approximately \$1.1 million and a net decrease in non-recurring costs of approximately \$0.3 million. Non-recurring costs consisted of a decrease in litigation costs of approximately \$1.7 million, partially offset by \$0.9 million in consulting fees relating to pricing and cost efficiency analysis, executive recruitment costs of \$0.3 million and executive relocation costs of approximately \$0.2 million.

### Product Development

Our product development expenses consist of compensation and related expenses for product development personnel as well as allocated occupancy costs and related overhead and outsourced labor and expenses for testing new versions of our software.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Product development	\$ 13,484	\$ 9,726	39%	\$ 40,955	\$ 29,011	41%
Percentage of total revenue	21%	17%		22%	18%	
Headcount (at period end):	379	306	24%	379	306	24%

Product development costs increased by 39% and 41% to \$13.5 million and \$41.0 million in the three and nine months ended September 30, 2018 from \$9.7 million and \$29.0 million in the comparable periods in 2017. This variance was primarily attributable to increases in total compensation, outside labor, recruiting expense and associated costs for existing product development personnel of approximately \$2.5 million and \$8.6 million, respectively, in depreciation expense and backup server facilities and allocated overhead related to costs of supporting our server and network infrastructure of approximately \$1.2 and \$3.1 million, respectively, and in outsourcing and business services of approximately \$0.1 million and \$0.3 million, respectively.

We continue to invest in new product development efforts to expand the capability of LiveEngage. We recognize that every brand is unique and employs an individualized and complex approach to managing their users. In accordance with ASC 350-40 - "Internal- Use Software", as new projects are initiated that provide functionality to the LiveEngage platform, the associated development and employee costs will be capitalized. Upon completion, the project costs will be depreciated over five years. In the three and nine months ended September 30, 2018, \$2.5 million and \$7.2 million were capitalized, respectively. In the three and nine months ended September 30, 2017, \$2.0 million and \$6.1 million were capitalized, respectively.

### **Restructuring Costs**

Restructuring costs consist of reprioritizing and reallocating resources to focus on areas showing high growth potential.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Restructuring costs	\$ 722	\$ —	—%	\$ 2,806	\$ 2,315	21%
Percentage of total revenue	1%	—%		2%	1%	

Restructuring costs of \$0.7 million relating to severance were incurred during the three months ended September 30, 2018. Restructuring costs increased by 21% to approximately \$2.8 million during the nine months ended September 30, 2018 from \$2.3 million in the comparable periods in 2017. This variance was primarily attributable to an increase of severance costs of approximately \$2.4 million. This was offset partially by wind-down costs of our legacy platform of \$1.9 million during nine months ended September 30, 2017. Severance costs are associated with re-prioritizing and reallocating resources to focus on areas showing high growth potential.

### **Amortization of Purchased Intangibles**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Amortization of purchased intangibles	\$ 424	\$ 470	(10)%	\$ 1,272	\$ 1,412	(10)%
Percentage of total revenues	1%	1%		1%	1%	

Amortization expense for purchased intangibles decreased by 10% to \$0.4 million and \$1.3 million in the three and nine months ended September 30, 2018, respectively, from \$0.5 million and \$1.4 million in the comparable periods in 2017. This variance was primarily attributable to a decrease in amortization of our CAO! and Synchronite intangible assets. This was partially offset by amortization of the 2018 BotCentral assets acquired.

Additional amortization expense in the amount of \$0.3 million and \$0.6 million in the three months ended September 30, 2018 and 2017, respectively, and \$0.9 million and \$2.6 million in the nine months ended September 30, 2018 and 2017, respectively, is included in cost of revenue. The decrease is primarily attributable to the full amortization of Amadesa during the third quarter of 2017.

### **Other (Expense) Income, net**

Other income, net consists of interest income on cash and cash equivalents, investment income and financial (expense) income which is a result of currency rate fluctuations associated with exchange rate movement of the U.S. dollar against the New Israeli Shekel, British Pound, Euro, Australian Dollar and Japanese Yen.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Other (expense) income , net	\$ (213)	\$ 191	(212)%	\$ (53)	\$ 412	(113)%

Other (expense) income, net increased 212% in the three months ended September 30, 2018 from the comparable period in 2017 due to a loss on foreign exchange of approximately \$0.3 million and a decrease in other financial income of approximately \$0.1 million.

Other (expense) income, net increased 113% in the nine months ended September 30, 2018 from the comparable period in 2017 due to an increase in finance hedging expense of approximately \$0.3 million and loss on foreign exchange of approximately \$0.2 million.

**Provision For Income Taxes**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2018	2017	% Change	2018	2017	% Change
	(\$ in thousands)			(\$ in thousands)		
Provision for income taxes	\$ 2,004	\$ 1,256	60%	\$ 2,051	\$ 3,000	(32)%

Provision for income taxes increased by 60% to \$2.0 million from \$1.3 million for the three months ended September 30, 2018 and decreased by 32% to \$2.1 million from \$3.0 million for nine months ended September 30, 2018 in the comparable periods in 2017. Our consolidated effective tax rate was impacted by the statutory income tax rates applicable to each of the jurisdictions in which we operate.

**Net Loss**

We had a net loss of \$7.0 million in the three months ended September 30, 2018 compared to a net loss of \$1.3 million for the three months ended September 30, 2017. During the three months ended September 30, 2018, there were increases in revenue of approximately \$7.7 million, in operating expenses of approximately \$12.3 million, in other (expense) income, net of approximately \$0.4 million, and in provision for income taxes of approximately \$0.7 million.

We had a net loss of \$18.6 million in the nine months ended September 30, 2018 compared to a net loss of \$14.5 million for the nine months ended September 30, 2017. During the nine months ended September 30, 2018, there were increases in revenue of approximately \$22.6 million, increases in operating expenses of approximately \$27.2 million, decreases in other (expense) income, net of approximately \$0.5 million, and decreases in provision for income taxes by \$0.9 million.

## Liquidity and Capital Resources

	Nine Months Ended	
	September 30,	
	2018	2017
	(in thousands)	
<b>Consolidated Statements of Cash Flows Data:</b>		
Cash flows (used in) provided by operating activities	\$ (7,108)	\$ 3,518
Cash flows used in investing activities	(13,883)	(10,010)
Cash flows provided by financing activities	31,367	6,007

As of September 30, 2018, we had approximately \$66.4 million in cash and cash equivalents, an increase of approximately \$10.2 million from December 31, 2017. The increase is primarily attributable to cash provided by financing activities relating to issuance of common stock, as well as cash provided by operating activities related to deferred revenue and non-cash expenses. This was partially offset by cash flows used in investing relating to purchases of fixed assets for our co-location facilities and capitalization of internally developed software, as well as cash used in operating activities related to increases in accounts receivable, prepaid expenses and other current assets and decreases in accrued expenses.

Net cash used in operating activities was \$7.1 million for the nine months ended September 30, 2018 and consisted primarily of net loss, an increase in accounts receivable, prepaid expenses and other current assets, and a decrease in accrued expenses. This was partially offset by increases in deferred revenue and non-cash expenses related to depreciation, stock compensation, and amortization of purchased intangibles. The increase in accounts receivable and deferred revenue was primarily related to changes in our billing terms for some of our larger customers. Net cash provided by operating activities was \$3.5 million for the nine months ended September 30, 2017 and consisted primarily of increases in deferred revenue and non-cash expenses related to depreciation, stock compensation, and amortization of purchased intangibles. This was offset partially by net loss, increases in accounts receivable and prepaid expenses, and decreases in accounts payable and accrued expenses.

Net cash used in investing activities was \$13.9 million in the nine months ended September 30, 2018 and was due primarily to the purchase of fixed assets for our co-location facilities, capitalization of internally developed software, and the acquisition of Conversable Inc. assets, partially offset by a release of restricted cash used with foreign currency forward contracts. Net cash used in investing activities was \$10.0 million in the nine months ended September 30, 2017 and was due primarily to the purchase of fixed assets for our co-location facilities and capitalization of internally developed software, partially offset by a release of restricted cash used with foreign currency forward contracts.

Net cash provided by financing activities was \$31.4 million and \$6.0 million in the nine months ended September 30, 2018 and 2017, respectively. This was due primarily to proceeds from the issuance of common stock in connection with the exercise of stock options by employees, partially offset by repurchase of our common stock.

We have incurred significant expenses to develop our technology and services, to hire employees in our customer service, sales, marketing and administration departments, and for the amortization of purchased intangible assets, as well as non-cash compensation costs. Historically, we have incurred net losses and negative cash flows for various quarterly and annual periods since our inception, including during numerous quarters and annual periods in the past several years. As of September 30, 2018, we had an accumulated deficit of approximately \$181.0 million.

Our principle source of liquidity is our cash generated by operating activities. We anticipate that our current cash and cash equivalents will be sufficient to satisfy our working capital and capital requirements for at least the next twelve (12) months. However, we cannot assure you that we will not require additional funds prior to such time, and we would then seek to sell additional equity or debt securities through public financings, or seek alternative sources of financing. We cannot assure you that additional funding will be available on favorable terms, when needed, if at all. If we are unable to obtain any necessary additional financing, we may be required to further reduce the scope of our planned sales and marketing and product development efforts, which could materially adversely affect our business, financial condition and operating results. In addition, we may require additional funds in order to fund more rapid expansion, to develop new or enhanced services or products or to invest in or acquire complementary businesses, technologies, services or products.

### Off-Balance Sheet Arrangements

We do not engage in off-balance sheet financing arrangements.

### Contractual Obligations and Commitments

We lease facilities and certain equipment under agreements accounted for as operating leases. These leases generally require us to pay all executory costs such as maintenance and insurance. Rental expense for operating leases for the three and nine

months ended September 30, 2018 was approximately \$2.9 million and \$7.2 million, respectively and \$2.3 million and \$7.3 million in the same periods in 2017, respectively.

As of September 30, 2018, our principal commitments were approximately \$24.8 million under various operating leases, of which approximately \$2.5 million is due in 2018. We currently expect that our principal commitments for the year ending December 31, 2018 will not exceed \$16.0 million in the aggregate.

Our contractual obligations at September 30, 2018 are summarized as follows:

Contractual Obligations	Payments due by period				
	(in thousands)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	\$ 24,797	\$ 8,132	\$ 11,007	\$ 4,697	\$ 961

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Foreign Currency Exchange Risks

Our Israeli operations have currency rate fluctuation risk associated with the exchange rate movement of the U.S. dollar against the New Israeli Shekel (“NIS”). During the three months ended September 30, 2018, the U.S. dollar appreciated by approximately 2% as compared to the NIS. During the nine months ended September 30, 2018, the U.S. dollar depreciated by approximately 1% as compared to the NIS. During the three and nine months ended September 30, 2018, expenses generated by our Israeli operations totaled approximately \$15.9 million and \$50.3 million, respectively. During 2018, we hedged our foreign currency risk exposure relating to the NIS. We actively monitor the movement of the U.S. dollar against the NIS, Pound Sterling, Euro, AUS dollar and Japanese Yen and have considered the use of financial instruments, including but not limited to derivative financial instruments, which could mitigate such risk. If we determine that our risk of exposure materially exceeds the potential cost of derivative financial instruments, we may in the future enter in to these types of investments. The functional currency of our wholly-owned Israeli subsidiaries, LivePerson Ltd. (formerly HumanClick Ltd.) and Kasamba Ltd., is the U.S. dollar; the functional currency of our operations in the United Kingdom is the Pound Sterling; the functional currency of our operations in the Netherlands, Germany, Italy and France is the Euro; the functional currency of our operations in Australia is the Australian Dollar; the functional currency of our operations in Singapore is the Singapore Dollar and the functional currency of our operations in Japan is the Japanese Yen.

#### Collection Risk

Our accounts receivable are subject, in the normal course of business, to collection risks. We regularly assess these risks and have established policies and business practices to protect against the adverse effects of collection risks. During the nine months ended September 30, 2018, our allowance for doubtful accounts increased by \$0.6 million to approximately \$2.0 million. During 2017, we decreased our allowance for doubtful accounts from \$1.7 million to approximately \$1.3 million. A large proportion of our receivables are due from larger corporate customers that typically have longer payment cycles. We base our allowance for doubtful accounts on specifically identified credit risks of customers, historical trends and other information that we believe to be reasonable. Receivables are written-off and charged against its recorded allowance when we have exhausted collection efforts without success. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected.

#### Interest Rate Risk

Our investments consist of cash and cash equivalents. Therefore, changes in the market’s interest rates do not affect in any material respect the value of the investments as recorded by us.

#### Inflation Risk

We do not believe that inflation has had a material effect on our business, financial conditions or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

Our management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our “disclosure controls and procedures,” as that term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of September 30, 2018. Based on that evaluation, the Chief Executive Officer and

Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2018 to ensure that the information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

#### ***Changes in Internal Control Over Financial Reporting***

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2018 identified in connection with the evaluation thereof by our management, including the Chief Executive Officer and Chief Financial Officer, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### ***Limitations of the Effectiveness of Internal Control***

A control system, no matter how well conceived and operated, can only provide reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, have been detected.

## **Part II. Other Information**

### **Item 1. Legal Proceedings**

We previously filed an intellectual property suit against [24]7 Customer, Inc. in the Southern District of New York on March 6, 2014 seeking damages on the grounds that [24]7 reverse engineered and misappropriated our technology to develop competing products and misused our business information. On June 22, 2015, [24]7 Customer, Inc. filed suit against us in the Northern District of California alleging patent infringement. On December 7, 2015, [24]7 Customer Inc. filed a second patent infringement suit against us, also in the Northern District of California. On March 16, 2017, the New York case was voluntarily transferred and consolidated with the two California cases in the Northern District of California for all pre-trial purposes. Recent rulings by both the Court and the United States Patent Office in our favor have invalidated the majority of [24]7 patents that were asserted in the patent cases. Trial for our intellectual property and other claims asserted against [24]7 in the original litigation is currently set for April 1, 2019. We believe the claims filed by [24]7 are without merit and intend to defend them vigorously.

We routinely assess all of our litigation and threatened litigation as to the probability of ultimately incurring a liability, and record our best estimate of the ultimate loss in situations where we assess the likelihood of loss as probable.

From time to time, we are involved in or subject to legal, administrative and regulatory proceedings, claims, demands and investigations arising in the ordinary course of business, including direct claims brought by or against us with respect to intellectual property, contracts, employment and other matters, as well as claims brought against our customers for whom we have a contractual indemnification obligation. We accrue for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. In addition, in the event we determine that a loss is not probable, but is reasonably possible, and it becomes possible to develop what we believe to be a reasonable range of possible loss, then we will include disclosure related to such matter as appropriate and in compliance with ASC 450. The accruals or estimates, if any, resulting from the foregoing analysis, are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, we will, as applicable, adjust the accrual in the period the determination is made, disclose an estimate of the additional loss or range of loss, indicate that the estimate is immaterial with respect to our financial statements as a whole or, if the amount of such adjustment cannot be reasonably estimated, disclose that an estimate cannot be made.

From time to time, third parties assert claims against us regarding intellectual property rights, privacy issues and other matters arising in the ordinary course of business. Although we cannot be certain of the outcome of any litigation or the disposition of any claims, nor the amount of damages and exposure, if any, that we could incur, we currently believe that the final disposition of all existing matters will not have a material adverse effect on our business, results of operations, financial condition or cash flows. In addition, in the ordinary course of our business, we are also subject to periodic threats of lawsuits, investigations and claims. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

## Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2017, filed on March 15, 2018, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. There have been no material changes to the risk factors described in our most recent Annual Report on Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

### Unregistered Sales of Equity Securities

None.

### Purchase of Equity Securities by the Issuer

A summary of our repurchase activity for the three months ended September 30, 2018 appears below:

Period	Total Number of Shares Purchased <sup>(1) (2)</sup>	Average Price Paid per Share <sup>(1) (2)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1) (2)</sup>	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1) (2) (3)</sup>
7/1/2018 – 7/31/2018	—	\$ —	—	\$ 17,050,059
8/1/2018 – 8/31/2018	—	—	—	17,050,059
9/1/2018 – 9/30/2018	—	—	—	17,050,059
Total	—	\$ —	—	\$ 17,050,059

- (1) On December 10, 2012, we announced that our Board of Directors approved a share repurchase program through June 30, 2014. Under the stock repurchase program, we were authorized to repurchase shares of our common stock, in the open market or privately negotiated transactions, at times and prices considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations.
- (2) As of June 30, 2014, approximately \$1.1 million remained available for purchases under the program as in effect at that time. On July 23, 2014, our Board of Directors extended the expiration date of the program out to December 31, 2014 and also increased the aggregate purchase price of the stock repurchase program from \$40.0 million to \$50.0 million. On March 5, 2015, our Board of Directors extended the expiration date of the program out to December 31, 2016. On February 16, 2016, our Board of Directors increased the aggregate purchase price of the total stock repurchase program by an additional \$14.0 million. On November 21, 2016, our Board of Directors increased the aggregate purchase price of the stock repurchase program from \$64.0 million to \$74.0 million and extended the expiration date of the program out to December 31, 2017. On May 7, 2018, the Company's Board of Directors ratified the extension to December 31, 2018 of the repurchase program, effective as of January 1, 2018. As of September 30, 2018, approximately \$17.1 million remained available for purchases under the program.
- (3) Transaction fees related to the share purchases are deducted from the total remaining allowable expenditure amount.

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

None.

## Item 5. Other Information

None.

## ITEM 6. EXHIBITS

The following exhibits are filed as part of this Quarterly Report on Form 10-Q:

31.1*	<a href="#"><u>Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
31.2*	<a href="#"><u>Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
32.1**	<a href="#"><u>Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
32.2**	<a href="#"><u>Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

\* Filed herewith

\*\* Furnished herewith

**SIGNATURES**

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

**LIVEPERSON, INC.**

(Registrant)

Date: November 9, 2018

By: /s/ ROBERT P. LOCASCIO

Name: Robert P. LoCascio

Title: Chief Executive Officer (principal executive officer)

Date: November 9, 2018

By: /s/ CHRISTOPHER E. GREINER

Name: Christopher E. Greiner

Title: Chief Financial Officer (principal financial and accounting officer)

## CERTIFICATIONS

I, Robert P. LoCascio, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of LivePerson, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2018

By: /s/ ROBERT P. LOCASCIO

Name: Robert P. LoCascio

Title: Chief Executive Officer (principal executive officer)

## CERTIFICATIONS

I, Christopher E. Greiner, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of LivePerson, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2018

By: /s/ CHRISTOPHER E. GREINER

Name: Christopher E. Greiner

Title: Chief Financial Officer (principal financial officer)

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert P. LoCascio, Chief Executive Officer of LivePerson, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2018

By: /s/ ROBERT P. LOCASCIO

Name: Robert P. LoCascio

Title: Chief Executive Officer (principal executive officer)

*This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference.*

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Christopher E. Greiner, Chief Financial Officer of LivePerson, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2018, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2018

By: /s/ CHRISTOPHER E. GREINER

Name: Christopher E. Greiner

Title: Chief Financial Officer (principal financial officer)

*This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference.*