

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>Carlough Daryl</u><br><br>(Last) (First) (Middle)<br>C/O LIVEPERSON, INC.<br>475 TENTH AVENUE, 5TH FLOOR<br><br>(Street)<br>NEW YORK NY 10018<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LIVEPERSON INC [ LPSN ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>SVP, Global &amp; Corp Controller</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/29/2019                |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br>05/31/2019        | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>Form filed by More than One Reporting Person   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 05/29/2019                           |  | A                              |   | 2,700 <sup>(1)</sup>  | A          | \$0   | 11,813 <sup>(2)</sup>   | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Option (Right to Buy)                | \$28.18  | 05/29/2019                           |  | A                              |   | 6,600 <sup>(3)</sup>   |     | (3)  | 05/29/2029      | Common Stock  | \$0  | 6,600  | D   |  |

**Explanation of Responses:**

- The number reported includes an additional grant of 112 restricted stock units under the terms of the Liveperson, Inc. 2009 Stock Incentive Plan added to the previously reported number in order to amend an inadvertent clerical error previously reported. The same vesting period applies as previously reported.
- Number reported includes 112 additional shares of common stock added to the previously reported number of shares beneficially held in order to reconcile inadvertent clerical errors previously reported. Therefore, the number of unvested restricted stock units granted to and held by the reporting person following the reported transaction is adjusted to 7,700.
- The number reported includes an additional grant of 284 stock options under the terms of the Liveperson, Inc. 2009 Stock Incentive Plan added to the previously reported number in order to amend an inadvertent clerical error previously reported. The same vesting period applies as previously reported.

**Remarks:**

/s/ Monica L. Greenberg, as attorney-in-fact      06/19/2019

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.