

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Carlough Daryl</u>  (Last) (First) (Middle) <u>C/O LIVEPERSON, INC.</u> <u>475 TENTH AVENUE, 5TH FLOOR</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIVEPERSON INC [ LPSN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Global &amp; Corp Controller</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/03/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	08/03/2020		M <sup>(1)</sup>		2,076	A	\$12.45	28,993	D	
Common Stock	08/03/2020		M <sup>(1)</sup>		137	A	\$28.18	29,130	D	
Common Stock	08/03/2020		S <sup>(1)</sup>		3,417	D	\$45	25,713 <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						Title
Stock Option (Right to Buy)	\$12.45	08/03/2020		M			2,076	(3)	02/16/2028	Common Stock	2,076	\$0	60,924	D	
Stock Option (Right to Buy)	\$28.18	08/03/2020		M			137	(4)	05/29/2029	Common Stock	137	\$0	6,463	D	

**Explanation of Responses:**

- The exercises and the sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Number reported includes 10,612 unvested restricted stock units granted to and held by the reporting person as of the date of this filing.
- The Option is fully exercisable.
- The Option is vested and exercisable with respect to 1,650 underlying shares (including the 137 underlying shares disposed of in this exercise) and will vest and become exercisable with respect to the remaining 4,950 underlying shares in three remaining equal installments on each of May 29, 2021, May 29, 2022 and May 29, 2023.

**Remarks:**

/s/ Monica L. Greenberg, as attorney-in-fact for Daryl Carlough 08/04/2020

\*\* 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.

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