# SEC Form 4

## FORM 4

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

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] <br><br> Carlough Daryl <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> LIVEPERSON INC [ LPSN ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 02/16/2021 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br>    Director      10% Owner <br> X   Officer (give title below)    Other (specify below) <br>    SVP, Global & Corp Controller <br><br> 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 | 02/16/2021 | | M[(1)] | | 2,061 | A | $12.45 | 44,034[(2)] | D | |
| Common Stock | 02/16/2021 | | S[(1)] | | 2,061 | D | $70.72 | 41,973[(2)] | 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 | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | $12.45 | 02/16/2021 | | M[(1)] | | | 2,061 | [(3)] | 02/16/2028 | Common Stock | 2,061 | $0 | 37,557 | D | |

**Explanation of Responses:**

1. The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. Number reported includes 9,987 unvested restricted stock units granted to and held by the reporting person as of the date of this filing.

3. The Option is vested and exercisable with respect to 22,118 underlying shares (after taking into account prior exercises, but including the 2,061 underlying shares disposed of in this exercise) and will vest and become exercisable with respect to the remaining 17,500 underlying shares in four remaining equal installments on each of May 16, August 16 and November 16, 2021 and February 16, 2022.

**Remarks:**

| /s/ Monica L. Greenberg, as attorney-in-fact for Daryl Carlough | 02/17/2021 |
|---|---|
| ** 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.**