

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 25, 2017

LivePerson, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

0-30141
(Commission File Number)

13-3861628
(I.R.S. Employer
Identification No.)

475 Tenth Avenue, 5th Floor
New York, New York 10018
(Address of principal executive offices, with zip
code)

(212) 609-4200
Registrant's telephone number, including area code

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 25, 2017, the Board of Directors (the “Board”) of LivePerson, Inc. (the “Company”), effective as of May 1, 2017, increased the number of directors of the Company from 6 to 7 and, following the recommendation of the Company’s Nominating and Corporate Governance Committee, elected Fred Mossler to serve as a Class II Director of the Company. Mr. Mossler also was appointed to serve on the Board’s Compensation Committee and on the Board’s Nominating and Governance Committee.

Mr. Mossler brings deep experience in the retail sector. Mr. Mossler began his career as a customer service leader at Nordstrom, a luxury retailer. In 1999, he joined the then start-up Zappos.com to build out its retail segment. Mr. Mossler was integral in Amazon’s \$1.2 billion acquisition of Zappos in 2009. Mr. Mossler founded Honus Capital LLC, a hands-on investment fund for Las Vegas-area entrepreneurs. He also co-founded the popular Mexican restaurant chain Nacho Daddy. Mr. Mossler currently serves on the Board of Downtown Project, a company dedicated to helping revitalize part of downtown Las Vegas through investment in small businesses; tech startups; real estate; and arts, culture, and education. He also serves on the Finance Committee for the Two Ten Foundation, a charitable foundation offering financial assistance, counseling, community resources and scholarships to those working in the footwear industry.

Mr. Mossler will receive standard director fees and benefits, including an initial grant of stock options under the Company’s 2009 Stock Incentive Plan to purchase 35,000 shares of the Company’s Common Stock. The Company’s non-employee director compensation is described in more detail in the Company’s Definitive Proxy Statement for its 2016 Annual Meeting of Stockholders filed with the U.S. Securities and Exchange Commission on April 29, 2016.

There is no arrangement or understanding between Mr. Mossler and any other persons or entities pursuant to which Mr. Mossler was elected as a director. Mr. Mossler is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company intends to enter into its form of indemnification agreement with Mr. Mossler, a copy of which has been filed as Exhibit 10.6 to the Company’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 13, 2012.

On May 1, 2017, the Company issued a press release announcing Mr. Mossler’s election to the Board. A copy of this press release is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following documents are included as exhibits to this report:

99.1 Press release issued May 1, 2017, announcing election of Fred Mossler to the Board of Directors of LivePerson, Inc.

SIGNATURE

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

LIVEPERSON, INC.
(Registrant)

Date: May 1, 2017

By: /s/ Monica L. Greenberg
Monica L. Greenberg
Executive Vice President, Business Affairs and General Counsel

EXHIBIT INDEX

99.1 Press release issued May 1, 2017, announcing election of Fred Mossler to the Board of Directors of LivePerson, Inc.

Fred Mossler, digital visionary who helped build Zappos, to join LivePerson Board of Directors

17-year Zappos veteran was instrumental in making the company an online powerhouse

NEW YORK, May 1, 2017--LivePerson, Inc. (Nasdaq: LPSN), a leading provider of cloud mobile and online business messaging solutions, today announced that renowned retail executive and customer experience expert Fred Mossler, an original team member at Zappos, will be joining its board of directors. Mossler, who ran the day-to-day operations at Zappos, was instrumental in building the company, growing it to revenues above \$1 billion, and through its acquisition by Amazon.

During his almost 17-year stint at the company, until his 2016 departure, Mossler oversaw overall operations at Zappos, including key functions like merchandising, logistics and customer care, among other areas. He also drove great innovation that included many groundbreaking e-commerce and customer experience moves, such as responsive, highly-personal service and free returns, that were widely copied beyond Zappos, and affected the overall trajectory of e-commerce.

Another area where Mossler blazed a trail for the e-commerce industry was incubating great company culture as a competitive differentiator. At Zappos, he helped develop “the 4 C’s”: Culture, Clothing, Customer Service, and Community, and other innovations such as removing limits on call lengths with customers, and rewarding unhappy employees for quitting. In 2009, Zappos made its debut on Fortune magazine’s “100 Best Companies to Work For” list, making the list again in 2010, 2011, 2012, 2013, 2014 and 2015.

“We’re very excited to welcome Fred Mossler to the board of LivePerson, as we focus on growth, and the enormous potential of messaging plus bots and AI,” says LivePerson founder and CEO Robert LoCascio. “As a true pioneer and original thinker in e-commerce and how to drive an extraordinary company culture, we’ll benefit from his experience and insight as we help define the next generation of digital commerce and customer care. Fred will also provide a great perspective on managing growth and company culture as we continue to focus and invest in delivering a culture based on our core values of Being an Owner and Helping Others.”

“I have focused my career on creating an amazing customer experience by introducing cutting edge technologies and driving a values-based culture while I was at Zappos,” said Mossler. “As someone who closely follows these trends, I am very excited by the potential of redefining the customer care model using technologies like mobile messaging, bots and AI, and see LivePerson as a gamechanger at the forefront of transforming the digital customer experience. I’m delighted to be joining the company’s board.”

Also busy in the charity and non-profit world, Mossler is involved with the Movember Foundation, which supports men’s health, and the Goodie Two Shoes Foundation, which provides shoes for at-risk children. He was one of the investors who contributed \$350 million in funding to, then built, the Downtown Project, a company dedicated to helping revitalize part of downtown Las Vegas. He also founded Honus Capital LLC, a hands-on investment fund for Las Vegas-area entrepreneurs, as well as co-founding the popular Mexican restaurant chain Nacho Daddy.

About LivePerson

LivePerson is a leading provider of mobile and online messaging business solutions, enabling a meaningful connection between brands and consumers. LiveEngage, the Company’s enterprise-class, cloud-based platform, empowers consumers to stop wasting time on hold with 1-800 numbers, and instead message their favorite brands, just as they do with friends and family. More than 18,000 businesses, including Adobe, Citibank, EE, IBM, Orbitz, PNC, and The Home Depot, rely on the unparalleled intelligence, security, and scalability of LiveEngage to reduce costs, increase lifetime value, and create stronger, more intuitive relationships with consumers.

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Safe Harbor Provision

Statements in this press release regarding LivePerson that are not historical facts are forward-looking statements and 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, including but not limited to financial guidance, 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 quarter and year progresses, and therefore it should be clearly understood that the internal projections and beliefs upon which we base our expectations may change. Although these expectations may change, we are under no obligation to inform you if they do. Actual events or results may differ materially from those contained in the projections or forward-looking statements. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include, without limitation: potential fluctuations in our quarterly revenue and operating results; the adverse effect that the global economic downturn may have on our business and results of operations; competition in the markets for online sales, marketing and customer service solutions, and online consumer services; our ability to retain existing clients and attract new clients; risks related to new regulatory or other legal requirements that could materially impact our business; impairments to goodwill that result in significant charges to earnings; volatility of the value of certain currencies in relation to the US dollar, particularly the currency of regions where we have operations; additional regulatory requirements, tax liabilities, currency exchange rate fluctuations and other risks as we expand internationally; responding to rapid technological change and changing client preferences; our ability to retain key personnel and attract new personnel; our ability to expand our operations internationally; risks related to the ability to successfully integrate past or potential future acquisitions; risks related to the regulation or possible misappropriation of personal information belonging to our customers' Internet users; technology systems beyond our control and technology-related defects that could disrupt the LivePerson services; privacy concerns relating to the Internet that could result in new legislation or negative public perception; legal liability and/or negative publicity for the services provided to consumers via our technology platforms; risks related to protecting our intellectual property rights or potential infringement of the intellectual property rights of third parties; increased allowances for doubtful accounts as a result of an increasing amount of receivables due from customers with greater credit risk; delays in our implementation cycles; risks associated with our current or future stock repurchase programs, including whether such programs will enhance long-term stockholder value, and whether such stock repurchases could increase the volatility of the price of our common stock and diminish our cash reserves; risks related to our operations in Israel, and the civil and political unrest in that region; and risks related to our common stock being traded on more than one securities exchange, which may result in additional variations in the trading price of our common stock. This list is intended to identify only certain of the principal factors that could cause actual results to differ from those discussed in the forward-looking statements. Readers are referred to the reports and documents filed from time to time by us with the Securities and Exchange Commission for a discussion of these and other important risk factors that could cause actual results to differ from those discussed in forward-looking statements.