

Spinelli Alexander
Form 4
April 18, 2019

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Spinelli Alexander

(Last) (First) (Middle)

C/O LIVEPERSON, INC., 475
TENTH AVENUE, 5TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIVEPERSON INC [LPSN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/01/2019 | | S | (A) or (D) D | 15,080 ⁽¹⁾ \$ 27.3 | 184,920 ⁽²⁾ | D |
| Common Stock | 04/11/2019 | | A | (A) or (D) A | 20,000 ⁽³⁾ \$ 0 | 204,920 ⁽⁴⁾ | D |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 29.55 | 04/11/2019 | | A | 60,000 | <u>(5)</u> | 04/11/2029 | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spinelli Alexander C/O LIVEPERSON, INC., 475 TENTH AVENUE, 5TH FLOOR NEW YORK, NY 10018 | | | EVP, Chief Technology Officer | |

Signatures

/s/ Monica L. Greenberg, Attorney-in-Fact for Alexander Spinelli

04/17/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares sold in order to cover the reporting person's tax liability incurred in connection with the vesting of the reporting person's restricted stock units on March 1, 2019.
- (2) Number reported includes 150,000 unvested restricted stock units granted to and held by the reporting person following the reported transaction.
The reporting person was granted an award of restricted stock units under the terms of the LivePerson, Inc. 2009 Stock Incentive Plan consisting of a grant of 20,000 restricted stock units, which represents a contingent right to receive one share of common stock. The restricted stock unit award vests as follows: 25% of the units vest on April 11, 2020 and 6.25% of the units vest each quarter thereafter, subject to the reporting person's employment through each such vesting date.
- (3) The reporting person was granted an award of restricted stock units under the terms of the LivePerson, Inc. 2009 Stock Incentive Plan consisting of a grant of 20,000 restricted stock units, which represents a contingent right to receive one share of common stock. The restricted stock unit award vests as follows: 25% of the units vest on April 11, 2020 and 6.25% of the units vest each quarter thereafter, subject to the reporting person's employment through each such vesting date.
- (4) Number reported includes 170,000 unvested restricted stock units granted to and held by the reporting person as of the date of this filing.
- (5) This stock option, granted under the terms of the LivePerson, Inc. 2009 Stock Incentive Plan, is scheduled to vest 25% on April 11, 2020 and 6.25% each quarter thereafter, subject to the reporting person's employment through each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.