

Arra James F.  
Form 4  
November 09, 2018

**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 \*  
Arra James F.

2. Issuer Name and Ticker or Trading Symbol  
LiveRamp Holdings, Inc. [RAMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
LIVERAMP HOLDINGS, INC., 225  
BUSH STREET, 17TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/08/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

PRESIDENT AND CCO

(Street)  
SAN FRANCISCO, CA 94104

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price					
COMMON STOCK, \$.10 PAR VALUE	11/08/2018		M		\$ 11,000	A	0.085	215,513	D	
COMMON STOCK, \$.10 PAR VALUE	11/08/2018		M		\$ 33,002	A	2.58	248,515	D	
COMMON STOCK, \$.10 PAR VALUE	11/08/2018		S		\$ 8,363	D	47.01	240,152	D	(1)

COMMON STOCK, \$ .10 PAR VALUE	1,147.1102	I	BY MANAGED ACCOUNT 1
COMMON STOCK, \$ .10 PAR VALUE	231.6515	I	BY MANAGED ACCOUNT 2

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 0.085	11/08/2018		M	11,000	08/24/2013 07/23/2023	COMMON STOCK, \$ .10 PAR VALUE	11,000
Incentive Stock Option (right to buy)	\$ 2.58	11/08/2018		M	33,002	01/21/2018 01/20/2024	COMMON STOCK, \$ .10 PAR VALUE	33,002

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arra James F. LIVERAMP HOLDINGS, INC. 225 BUSH STREET, 17TH FLOOR			PRESIDENT AND CCO	

SAN FRANCISCO, CA 94104

## Signatures

/s/ BY: CATHERINE L. HUGHES, ATTORNEY IN FACT FOR: JAMES F.  
ARRA

11/09/2018

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.69 to \$47.21, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

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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