

[] 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(f) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Corporate Controller	2. Issuer Name and Ticker or Trading Symbol LIVEPERSON INC [LPSN]	1. Name and Address of Reporting Person Kovach Michael I. (Last) (First) (Middle) C/O LIVEPERSON, INC., 475 TENTH AVENUE 5TH FLOOR (Street) NEW YORK, NY 10018 (City) (State) (Zip)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	3. Date of Earliest Transaction (MM/DD/YYYY) 5/25/2012	4. If Amendment, Date Original Filed (MM/DD/YYYY)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

7. Nature of Indirect Beneficial Ownership (Instr. 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	3. Trans. Code (Instr. 8)	2A. Deemed Execution Date, if any	2. Trans. Date	1. Title of Security (Instr. 3)
			Price	(A) or (D)	Amount	V	Code
By Spouse	I	1500	\$0.72	A	1500		M
By Spouse	I	0	\$17.00	D	1500		S
	D	1800					Common Stock

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

11. Nature of Indirect Beneficial Ownership (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	8. Price of Derivative Security (Instr. 5)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	6. Date Exercisable and Expiration Date		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	4. Trans. Code (Instr. 8)	3A. Deemed Execution Date, if any	3. Trans. Date	2. Conversion or Exercise Price of Derivative Security	1. Title of Derivative Security (Instr. 3)		
				Amount or Number of Shares	Title	Expiration Date	Date Exercisable	(D)	(A)	V	Code			
By Spouse	I	0	\$0	1500	Common Stock	12/12/2012	☐	1500			M	5/25/2012	\$0.72	Stock Option (Right to Buy)

Explanation of Responses:

Held in a joint account with the Reporting Person's spouse. All prior forms showing indirect ownership of 1,800 shares of common stock by the Reporting Person's spouse are hereby amended and restated. (1)
 All shares are currently vested and exercisable. (2)

Reporting Owners

Relationships				Reporting Owner Name / Address	
Other	Officer	10% Owner	Director		
	SVP, Corporate Controller			Kovach Michael I.	

				C/O LIVEPERSON, INC. 475 TENTH AVENUE 5TH FLOOR NEW YORK, NY 10018
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Signatures

5/30/2012

Date

/s/ Michael I. Kovach

** Signature of Reporting Person

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).

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Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**

File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Note:

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 control number.