

FORM 4

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

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  
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

|                                              |           |
|----------------------------------------------|-----------|
| OMB APPROVAL                                 |           |
| OMB Number:                                  | 3235-0287 |
| Expires:                                     | —         |
| Estimated average burden hours per response: | 0.5       |

|                                                                                 |                                                                        |                                                                                                                                                                                           |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br>Murphy Daniel Richard               | 2. Issuer Name and Ticker or Trading Symbol<br>LIVEPERSON INC [ LPSN ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br>X Chief Financial Officer |
| (Last) (First) (Middle)<br>C/O LIVEPERSON, INC.,<br>475 TENTH AVENUE, 5TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/22/2017         |                                                                                                                                                                                           |
| (Street)<br>NEW YORK NY 10018                                                   | 4. If Amendment, Date of Original Filed (Month/Day/Year)               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>X Form filed by One Reporting Person<br>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                                                            | (A) or (D) | Price                 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/22/2017                           |                                                    | S                              |   | 2,447 <sup>(1)</sup>                                              | D          | \$6.65 <sup>(2)</sup> | 89,606                                                                                        | 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 |                                            |                                                                                                    |                                                           |                                                        |

Explanation of Responses:

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 16, 2017.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.65 to \$6.675, inclusive. The reporting person undertakes to provide to LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Monica L. Greenberg, as  
attorney-in-fact

03/23/2017

\*\* 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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL

OMB Number:3235-0287

Expires:—

Estimated average burden hours per response:0.5

|                                                                               |  |  |                                                                        |  |  |                                                                                                                                                                                                                                           |  |  |
|-------------------------------------------------------------------------------|--|--|------------------------------------------------------------------------|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person*<br>Greenberg Monica L.               |  |  | 2. Issuer Name and Ticker or Trading Symbol<br>LIVEPERSON INC [ LPSN ] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div>EVP, General Counsel</div> |  |  |
| (Last)(First)(Middle)<br>C/O LIVEPERSON, INC.,<br>475 TENTH AVENUE, 5TH FLOOR |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/22/2017         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>                                  |  |  |
| (Street)<br>NEW YORKNY10018                                                   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)               |  |  |                                                                                                                                                                                                                                           |  |  |
| (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                                                            | (A) or (D) | Price                 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/22/2017                           |                                                    | S                              |   | 1,602 <sup>(1)</sup>                                              | D          | \$6.65 <sup>(2)</sup> | 49,170                                                                                        | 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 |                                            |                                                                                                    |                                                           |                                                        |

Explanation of Responses:

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 16, 2017.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.65 to \$6.675, inclusive. The reporting person undertakes to provide to LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

\_\_\_\_\_  
\*\* 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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|                                                 |           |
|-------------------------------------------------|-----------|
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|                                                                              |                                                                        |                                                                                                                                                                                                                                                                           |
|------------------------------------------------------------------------------|------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br>LOCASCIO ROBERT P                | 2. Issuer Name and Ticker or Trading Symbol<br>LIVEPERSON INC [ LPSN ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><input checked="" type="checkbox"/> Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)<br/>Chief Executive Officer</div> |
| (Last)(First)(Middle)<br>C/O LIVEPERSON INC.,<br>475 TENTH AVENUE, 5TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/22/2017         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>                                                                  |
| (Street)<br>NEW YORKNY10018                                                  | 4. If Amendment, Date of Original Filed (Month/Day/Year)               |                                                                                                                                                                                                                                                                           |
| (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                                                            | (A) or (D) | Price                 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/22/2017                           |                                                    | S                              |   | 2,728 <sup>(1)</sup>                                              | D          | \$6.65 <sup>(2)</sup> | 81,899                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |                       | 4,686,983                                                                                     | I                                                        | By Ikon, LP                                           |

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 |                                            |                                                                                                    |                                                           |                                                        |

Explanation of Responses:

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 16, 2017.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.65 to \$6.675, inclusive. The reporting person undertakes to provide to LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

|                                                         |                   |
|---------------------------------------------------------|-------------------|
| <u>/s/ Monica L. Greenberg, as<br/>attorney-in-fact</u> | <u>03/23/2017</u> |
| ** Signature of Reporting Person                        | Date              |

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

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|                                                                              |                                                                        |                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br>Carlough Daryl                   | 2. Issuer Name and Ticker or Trading Symbol<br>LIVEPERSON INC [ LPSN ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below)</div> <div>SVP, Global &amp; Corp Controller</div> |
| (Last)(First)(Middle)<br>C/O LIVEPERSON, INC.<br>475 TENTH AVENUE, 5TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/22/2017         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>                                               |
| (Street)<br>NEW YORKNY10018                                                  | 4. If Amendment, Date of Original Filed (Month/Day/Year)               |                                                                                                                                                                                                                                                        |
| (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                                                            | (A) or (D) | Price                 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/22/2017                           |                                                    | S                              |   | 480 <sup>(1)</sup>                                                | D          | \$6.65 <sup>(2)</sup> | 16,753                                                                                        | D                                                        |                                                       |

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

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|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
|                                            |                                                        |                                      |                                                    |                                |   |                                                                                        |     |                                                          |                 | Title                                                                             | Amount or Number of Shares                 |                                                                                                    |                                                           |                                                        |

Explanation of Responses:

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 16, 2017.

2. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.65 to \$6.675, inclusive. The reporting person undertakes to provide to LivePerson, Inc., any security holder of LivePerson, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Monica L. Greenberg, as  
attorney-in-fact

03/23/2017

\*\* Signature of Reporting Person

Date

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

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|                                                                                 |                                                                        |                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br>Dean Dustin                         | 2. Issuer Name and Ticker or Trading Symbol<br>LIVEPERSON INC [ LPSN ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><input checked="" type="checkbox"/> EVP, Global Sales/Cust Success |
| (Last) (First) (Middle)<br>C/O LIVEPERSON, INC.,<br>475 TENTH AVENUE, 5TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/22/2017         | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                      |
| (Street)<br>NEW YORK NY 10018                                                   | 4. If Amendment, Date of Original Filed (Month/Day/Year)               |                                                                                                                                                                                                                                |
| (City) (State) (Zip)                                                            |                                                                        |                                                                                                                                                                                                                                |

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|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-----------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) | Price                 |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/22/2017                           |                                                    | S                              |   | 2,770 <sup>(1)</sup>                                              | D          | \$6.65 <sup>(2)</sup> | 73,387                                                                                        | D                                                        |                                                       |

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

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|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        |
|                                            |                                                        |                                      |                                                    |                                |   |                                                                                        |     |                                                          |                 | Title                                                                             | Amount or Number of Shares                 |                                                                                                    |                                                           |                                                        |

Explanation of Responses:

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 16, 2017.

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/s/ Monica L. Greenberg, as attorney-in  
fact

03/23/2017

\*\* Signature of Reporting Person

Date

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

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