

FORM 4

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

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1. Name and Address of Reporting Person* Greenberg Monica L.	2. Issuer Name and Ticker or Trading Symbol LIVEPERSON INC [LPSN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner ☒ Officer (give title below)Other (specify below) EVP, General Counsel
(Last)(First)(Middle) C/O LIVEPERSON, INC., 475 TENTH AVENUE, 5TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2019	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) 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	03/16/2019		S		1,424 ⁽¹⁾	D	\$28.82	16,658 ⁽²⁾	D	
Common Stock	04/11/2019		A		10,000 ⁽³⁾	A	\$0	26,658 ⁽⁴⁾	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				
Common Stock	\$29.55	04/11/2019		A		50,000		(5)	04/11/2029	Common Stock	50,000	\$0	50,000	D	

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, 2019.

2. Number reported includes 3,750 unvested restricted stock units granted to and held by the reporting person following the reported transaction.
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 10,000 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 13,750 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.

<u>/s/ Monica L. Greenberg</u>	<u>04/17/2019</u>
** 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).

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

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 Number.