

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

July 1, 2022

**LivePerson, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**0-30141**

(Commission File Number)

**13-3861628**

(IRS Employer  
Identification No.)

**530 7th Ave, Floor M1**

**New York, New York 10018**

(Address of principal executive offices, including zip code)

**(212) 609-4200**

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class                       | Trading Symbol(s) | Name of each exchange on which registered |
|-------------------------------------------|-------------------|-------------------------------------------|
| Common Stock, par value \$0.001 per share | LPSN              | The Nasdaq Stock Market LLC               |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- ☐ Emerging growth company
- ☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 8.01 Other Events.**

The Company anticipates that it will hold its 2022 Annual Meeting of Stockholders (the "2022 Annual Meeting") more than 30 days from the anniversary of its 2021 Annual Meeting of Stockholders. As a result, the deadline for stockholders to submit proposals pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended (the "Rule 14a-8"), as set forth in the Company's definitive proxy statement for its 2021 Annual Meeting of Stockholders is no longer effective. Further details about the 2022 Annual Meeting, including the date, time and location, will be set forth in the Company's definitive proxy statement for the 2022 Annual Meeting.

If a stockholder wishes to submit a proposal pursuant to Rule 14a-8, such proposal must be received by the Secretary of the Company at its principal executive office no later than the close of business on July 8, 2022. Such stockholder must otherwise comply with the requirements of Rule 14a-8 in order for the proposal to be considered for inclusion in the Company's proxy materials for the 2022 Annual Meeting.

**Annual Meeting Legal Information**

LivePerson intends to file a proxy statement and GOLD proxy card with the SEC in connection with the solicitation of proxies for LivePerson's 2022 Annual Meeting (the "Proxy Statement"). BEFORE MAKING ANY VOTING DECISION, INVESTORS AND STOCKHOLDERS OF LIVEPERSON ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and stockholders will also be able to obtain a copy of the definitive Proxy Statement and other documents filed by LivePerson free of charge from the SEC's website, [www.sec.gov](http://www.sec.gov). LivePerson's stockholders will also be able to obtain, without charge, a copy of the definitive Proxy Statement and other relevant filed documents from the Company's website, <https://ir.liveperson.com>.

LivePerson, its directors and certain of its executive officers will be participants in the solicitation of proxies from stockholders in respect of the 2022 Annual Meeting. Information regarding the names of LivePerson's directors and executive officers and their respective interests in LivePerson by security holdings or otherwise is set forth in LivePerson's amended Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on February 28, 2022, as amended by the Form 10-K/A filed on May 2, 2022 (the "Amended Annual Report"). To the extent holdings of such participants in LivePerson's securities have changed since the amounts described in the Amended Annual Report, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information can also be found in the Amended Annual Report. Details concerning the nominees of LivePerson's Board of Directors for election at the 2022 Annual Meeting will be included in the Proxy Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LIVEPERSON, INC.**  
(Registrant)

Date: July 1, 2022

By: /s/ Monica L. Greenberg

Monica L. Greenberg

Executive Vice President, Business Affairs and  
General Counsel