

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): August 4, 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

(I.R.S. Employer
Identification No.)

530 7th Ave, Floor M1
New York, New York 10018

(Address of principal executive offices, with 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:

- ☐ 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))

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. ☐

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

Item 5.07 Submission of Matters to a Vote of Security Holders

LivePerson, Inc. (the “Company”) held its Annual Meeting of Stockholders virtually via live audio webcast on August 4, 2022 (the “Annual Meeting”). As of June 10, 2022, the record date for the Annual Meeting, there were a total of 74,662,897 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting, constituting all of the outstanding voting securities of the Company. At the Annual Meeting, the holders of 47,293,986 shares of the Company’s common stock were represented in person or by proxy, and therefore a quorum was present.

At the Annual Meeting, the stockholders elected the following Class I director nominees to serve on the Company’s Board of Directors until the Company’s 2025 Annual Meeting of Stockholders, and until such directors’ successors shall have been duly elected and qualified, with the following voting results:

Director	Votes For	Votes Withheld	Abstain	Broker Non-Votes
Ernest Cu	46,691,753	602,233	0	0

Director	Votes For	Votes Withheld	Abstain	Broker Non-Votes
Jill Layfield	44,325,821	2,968,165	0	0

Director	Votes For	Votes Withheld	Abstain	Broker Non-Votes
William G. Wesemann	44,576,013	2,717,973	0	0

At the Annual Meeting, the stockholders also ratified the Audit Committee’s appointment of BDO USA, LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2022 with the following voting results:

Votes For	Votes Against	Abstain	Broker Non-Votes
47,073,043	182,135	38,808	0

At the Annual Meeting, the stockholders also approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers, with the following voting results:

Votes For	Votes Against	Abstain	Broker Non-Votes
44,758,862	2,496,976	38,148	0

On July 20, 2022, the Company entered into an Agreement with Starboard Value LP and certain of its affiliates, the terms of which are described in the Company’s Current Report on Form 8-K filed with the SEC on July 21, 2022 (the “Starboard Agreement Form 8-K”). The information required by Item 5.07(c) of Form 8-K is incorporated herein by reference to the disclosure set forth in Item 1.01 of the Starboard Agreement Form 8-K.

SIGNATURE

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: August 8, 2022

By: /s/ Monica L. Greenberg
Monica L. Greenberg
*Executive Vice President of Policy
and General Counsel*