

**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 11, 2025

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))

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
Rights to Purchase Series A Junior Participating Preferred Stock	None	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 11, 2025, the Board of Directors (the “Board”) of LivePerson, Inc. (the “Company”) appointed Anthony Zingale as a Class I director with a term expiring at the Company’s 2028 Annual Meeting of Stockholders. Mr. Zingale was selected cooperatively pursuant to the terms of an agreement previously entered into among the Company and Vector Capital Management, L.P. and certain of its affiliates as of October 20, 2024 (the “Vector Agreement”), which was attached as Exhibit 10.1 to the current report on Form 8-K filed by the Company on October 23, 2024. Mr. Zingale was appointed to serve on the Board’s Nominating and Corporate Governance and Compensation Committees.

Mr. Zingale has over 40 years of experience in the technology industry serving at companies such as Jive Software, Mercury Interactive Corporation, Clarify, Inc., ON24, Inc. and Carbon Black, Inc.

Mr. Zingale will receive standard annual director fees and benefits, as well as an initial grant of equity under the Company’s Amended and Restated 2019 Stock Incentive Plan. Mr. Zingale’s initial grant of equity will include a grant of an option to purchase 400,000 shares of Company common stock, which option will vest in equal annual installments over three years following his appointment to the Board. Mr. Zingale is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company intends to enter into its form of director and executive officer indemnification agreement with Mr. Zingale, a copy of which has been filed as Exhibit 10.6 to the Company’s Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on March 13, 2012.

Item 8.01. Other Events.

On July 17, 2025, the Company issued a press release announcing the appointment of Mr. Zingale. A copy of this press release is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following documents are included as exhibits to this report:

Exhibit No.	Description
99.1	<u>Press Release, issued July 17, 2025</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Date: July 17, 2025

LIVEPERSON, INC.

(Registrant)

By: /s/ Monica L. Greenberg

Monica L. Greenberg

Executive Vice President, Policy and General Counsel

Tony Zingale Joins LivePerson Board of Directors

NEW YORK -- July 17, 2025 -- LivePerson (NASDAQ: LPSN), a leading provider of trusted enterprise conversational AI and outcome-driven digital transformation, today announced the appointment of Tony Zingale to its Board of Directors, effective immediately. Mr. Zingale brings to LivePerson's Board decades of experience in leading and scaling high-growth enterprise software companies, with deep expertise in go-to-market strategies, product innovation, and operational excellence.

"We are thrilled to welcome Tony Zingale to our Board of Directors," said John Sabino, CEO of LivePerson. "Tony's expertise and proven track record driving growth and innovation within the enterprise SaaS and software industries will be invaluable as we continue to pursue our strategy of empowering brands to create more personal and impactful customer connections, and our goal to deliver value to our customers and shareholders."

Mr. Zingale is a seasoned board member, operating executive, investor, and advisor with over 40 years of experience in the technology industry. His extensive experience in enterprise software ranges from product development and market strategy to scaling global operations and driving shareholder value. He currently serves on the Boards of Directors for ON24 along with privately held companies Expressive, and Athos Therapeutics. Previously, he served as CEO and Executive Chairman of Jive Software, where he successfully led the company through its IPO and established it as a leader in enterprise collaboration. Prior to Jive, Mr. Zingale held leadership positions at several prominent technology companies, including President and CEO of Mercury Interactive, a business technology optimization company (acquired by Hewlett-Packard) and President and CEO of Clarify, a CRM company (acquired by Nortel Networks).

"I am excited to join the LivePerson Board at such a pivotal time for the company and the conversational AI industry," said Mr. Zingale. "LivePerson has a unique and powerful vision for transforming how businesses engage with their customers, and I believe my experience in scaling enterprise software companies and navigating complex market dynamics can contribute significantly. I look forward to working with the Board and management team to help LivePerson achieve its strategic objectives and deliver value to its customers and shareholders."

About LivePerson

LivePerson (NASDAQ: LPSN) is a leader in trusted enterprise conversational AI and digital transformation. The world's leading brands — including HSBC, Virgin Media and Chipotle — use our award-winning LivePerson platform to connect with millions of consumers. We power nearly a billion conversational interactions every month, providing uniquely rich data analytics and safety tools to unlock the power of conversational AI for better business outcomes. Fast Company named LivePerson the #1 Most Innovative AI Company in the world. Learn more at liveperson.com.

Forward-Looking Statements

Statements in this press release regarding LivePerson that are not historical facts are forward-looking statements and are being made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are subject to risks and uncertainties, and actual events or results may differ materially from our expectations. Some of the factors that could cause events or results to differ from our expectations include, without limitation, our ability to execute on and deliver our current business, sales, go-to-market and product plans and goals, and the other factors described in the "Risk Factors" sections of our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on March 14, 2025 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, filed with the SEC on May 8, 2024. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates.

Investor Relations Contact:

ir-lp@liveperson.com

Media Contact:

pr@liveperson.com