

LIVEPERSON INC  
 Form 3  
 February 03, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Dean Dustin		(Month/Day/Year)	LIVEPERSON INC [LPSN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/14/2015		
C/O LIVEPERSON, INC.,Â 475 TENTH AVENUE, 5TH FLOOR			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP, Global Sales/Cust Success	
NEW YORK,Â NYÂ 10018				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (Right to Buy)	Â (1)	01/30/2017	Common Stock	11,000	\$ 5.9	D	Â
Stock Option (Right to Buy)	Â (2)	04/01/2018	Common Stock	8,700	\$ 3.23	D	Â
Stock Option (Right to Buy)	Â (3)	03/05/2019	Common Stock	5,000	\$ 1.79	D	Â
Stock Option (Right to Buy)	Â (4)	06/17/2020	Common Stock	8,300	\$ 7.02	D	Â
Stock Option (Right to Buy)	Â (5)	09/04/2022	Common Stock	11,600	\$ 16.98	D	Â
Stock Option (Right to Buy)	Â (6)	07/01/2023	Common Stock	15,000	\$ 9.24	D	Â
Stock Option (Right to Buy)	Â (7)	04/25/2024	Common Stock	80,000	\$ 10.13	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dean Dustin C/O LIVEPERSON, INC., 475 TENTH AVENUE, 5TH FLOOR NEW YORK, NY 10018	Â	Â	Â EVP, Global Sales/Cust Success	Â

## Signatures

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

02/03/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This grant is comprised of an incentive stock option for 11,000 shares, all of which are currently exercisable.
  - (2) This grant is comprised of an incentive stock option for 8,700 shares, all of which are currently exercisable.
  - (3) This grant is comprised of an incentive stock option for 5,000 shares, all of which are currently exercisable.
  - (4) This grant is comprised of an incentive stock option for 8,300 shares, all of which are currently exercisable.
  - (5) This grant is comprised of an incentive stock option for 11,600 shares, of which 5,800 are currently exercisable and 5,800 shares become exercisable in equal installments on September 4, 2015 and 2016.
  - (6) This grant is comprised of an incentive stock option for 15,000 shares, of which 3,750 are currently exercisable and 11,250 shares become exercisable in equal installments on July 1, 2015, 2016 and 2017.
  - (7) This grant is comprised of an incentive stock option for 19,502 shares and a non-qualified stock option for 60,498 shares, of which no shares currently exercisable and 80,000 shares become exercisable in equal installments on April 25, 2015, 2016, 2017 and 2018.

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**Remarks:**

Exhibit 24 - Power of Attorney

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

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