

LIVEPERSON INC
Form 8-K
November 12, 2014

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): November 7, 2014

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.)

475 Tenth Avenue, 5th Floor
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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On November 7, 2014, LivePerson, Inc. (“LivePerson”) completed its previously-announced acquisition of Contact At Once!, LLC (“Contact At Once!”), pursuant to the definitive Agreement and Plan of Merger (the “Merger Agreement”) with Catalyst Lightning LLC (a wholly-owned subsidiary of LivePerson), Contact At Once!, LLC (“Contact At Once!”) and Fulcrum Growth Fund II QP, LLC (as the Contact At Once! shareholders’ representative). LivePerson acquired all of outstanding equity interests in Contact At Once! in exchange for approximately \$43 million in cash, and approximately \$22 million in shares of LivePerson common stock, as well as up to an additional \$5 million in cash or shares of LivePerson common stock based on the achievement of certain financial, strategic and integration targets during calendar year 2015. The financial targets are based on revenues and EBITDA of Contact At Once! during calendar year 2015. The strategic targets are based on various customer retention objectives and the completion of various market and competitor analyses, as well as succession planning. The integration targets are based on the successful integration of Contact At Once!’s products with LivePerson’s products.

The foregoing description of the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed with this report as Exhibit 2.1 and is incorporated by reference into this report. We encourage you to read the Merger Agreement for a more complete understanding of the Merger.

No representation, warranty, covenant or agreement described above or contained in the Merger Agreement is, or should be construed as, a representation or warranty by LivePerson to any investor or a covenant or agreement of LivePerson with any investor. The representations, warranties, covenants and agreements contained in the Merger Agreement are solely for the benefit of LivePerson and Contact At Once! and are qualified by disclosures between the parties.

The issuance of shares of common stock by LivePerson in connection with this transaction have not been and will not be registered under the Securities Act of 1933 and the shares may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. The shares of LivePerson common stock issued in the Merger to certain of the LLC members of Contact At Once! will be subject to certain resale limitations.

Item 3.01. Unregistered Sales of Equity Securities.

The information contained in Item 2.01 of this report is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

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

- 2.1 Agreement and Plan Merger, dated as of November 5, 2014, among LivePerson, Inc., Catalyst Lightning LLC, Contact At Once!, LLC and Fulcrum Growth Fund II QP, LLC.

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: November 12, 2014

By: /s/ DANIEL R. MURPHY
Daniel R. Murphy
Chief Financial Officer

EXHIBIT INDEX

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