

LIVEPERSON INC  
Form 10-K  
March 12, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to  
Commission File Number 000-30141

LIVEPERSON, INC.

(Exact Name of Registrant As Specified in Its Charter)

Delaware

(State of Incorporation)

13-3861628

(I.R.S. Employer

Identification Number)

475 Tenth Avenue, 5th Floor,

New York, New York 10018

(Address of Principal Executive Offices) (Zip Code)

(212) 609-4200

(Registrant's Telephone Number, Including Area Code)

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

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, par value \$0.001 per share

The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting common stock held by non-affiliates of the registrant as of June 30, 2014 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$501,997,117 (computed by reference to the last reported sale price on The Nasdaq Global Select Market on that date). The registrant does not have any non-voting common stock outstanding.

On February 27, 2015, 56,930,324 shares of the registrant's common stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for the 2015 Annual Meeting of Stockholders, to be filed not later than April 30, 2015, are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K.

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LIVEPERSON, INC.  
 2014 ANNUAL REPORT ON FORM 10-K  
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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

STATEMENTS IN THIS REPORT ABOUT LIVEPERSON, INC. THAT ARE NOT HISTORICAL FACTS ARE FORWARD-LOOKING STATEMENTS BASED ON OUR CURRENT EXPECTATIONS, ASSUMPTIONS, ESTIMATES AND PROJECTIONS ABOUT LIVEPERSON AND OUR INDUSTRY. THESE FORWARD-LOOKING STATEMENTS ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL FUTURE EVENTS OR RESULTS TO DIFFER MATERIALLY FROM SUCH STATEMENTS. THESE FORWARD-LOOKING STATEMENTS ARE BASED ON OUR CURRENT EXPECTATIONS, WHICH MAY NOT PROVE TO BE ACCURATE. MANY OF THESE STATEMENTS ARE FOUND IN THE “BUSINESS” AND “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS” SECTIONS OF THIS FORM 10-K. WHEN USED IN THIS FORM 10-K, THE WORDS “ESTIMATES,” “EXPECTS,” “ANTICIPATES,” “PROJECTS,” “PLANS,” “INTENDS,” “BELIEVES” AND VARIATIONS OF SUCH WORDS OR SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. ALL FORWARD-LOOKING STATEMENTS, INCLUDING, WITHOUT LIMITATION, OUR EXAMINATION OF HISTORICAL OPERATING TRENDS, ARE BASED UPON OUR CURRENT EXPECTATIONS AND VARIOUS ASSUMPTIONS. OUR EXPECTATIONS, BELIEFS AND PROJECTIONS ARE EXPRESSED IN GOOD FAITH, AND WE BELIEVE THERE IS A REASONABLE BASIS FOR THEM, BUT WE CANNOT ASSURE YOU THAT OUR EXPECTATIONS, BELIEFS AND PROJECTIONS WILL BE REALIZED. ANY SUCH FORWARD-LOOKING STATEMENTS ARE MADE PURSUANT TO THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. IT IS ROUTINE FOR OUR INTERNAL PROJECTIONS AND EXPECTATIONS TO CHANGE AS THE YEAR OR EACH QUARTER IN THE YEAR PROGRESS, AND THEREFORE IT SHOULD BE CLEARLY UNDERSTOOD THAT THE INTERNAL PROJECTIONS AND BELIEFS UPON WHICH WE BASE OUR EXPECTATIONS MAY CHANGE PRIOR TO THE END OF EACH QUARTER OR THE YEAR. ALTHOUGH THESE EXPECTATIONS MAY CHANGE, WE ARE UNDER NO OBLIGATION TO INFORM YOU IF THEY DO. ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN THE PROJECTIONS OR FORWARD-LOOKING STATEMENTS. IMPORTANT FACTORS THAT COULD CAUSE OUR ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE FORWARD-LOOKING STATEMENTS WE MAKE IN THIS FORM 10-K ARE SET FORTH IN THIS FORM 10-K, INCLUDING THE FACTORS DESCRIBED IN THE SECTION ENTITLED “ITEM 1A — RISK FACTORS.” IF ANY OF THESE RISKS OR UNCERTAINTIES MATERIALIZE, OR IF ANY OF OUR UNDERLYING ASSUMPTIONS ARE INCORRECT, OUR ACTUAL RESULTS MAY DIFFER SIGNIFICANTLY FROM THE RESULTS THAT WE EXPRESS IN OR IMPLY BY ANY OF OUR FORWARD-LOOKING STATEMENTS. WE DO NOT UNDERTAKE ANY OBLIGATION TO REVISE THESE FORWARD-LOOKING STATEMENTS TO REFLECT FUTURE EVENTS OR CIRCUMSTANCES.

## PART I

### Item 1. Business

#### Overview

LivePerson, Inc. (“LivePerson”, the “Company”, “we” or “our”) is a leading provider of digital engagement solutions offering a cloud-based platform which enables businesses to proactively connect with consumers through chat, voice, and content delivery, across multiple channels and screens, including websites, social media, tablets and mobile devices. Our engagements are driven by intelligence derived from a broad set of consumer and business data, including historical, behavioral, operational, and third party data. Each engagement is based on proprietary analytics and a real-time understanding of consumer needs and business objectives. LivePerson’s products, coupled with our domain knowledge and industry expertise, have been proven to maximize the effectiveness of the online engagement channel by increasing sales, as well as consumer satisfaction and loyalty ratings for our customers, while also enabling them to reduce consumer service costs.

LivePerson monitors and analyzes a valuable set of mobile and online consumer behavioral data on behalf of our customers. Spanning the breadth of an online or mobile visitor session starting from an initial keyword search or login to a mobile application, through actions on our customer’s website or mobile application, and even into a shopping cart and an executed sale, this data enables us to develop unique insights into consumer behavior during specific transactions and within a customer’s user base. Based on our internal measures, on average during 2014, we monitored approximately 2.2 billion visitor sessions per month across our customers’ websites. Currently this session data is primarily used to proactively engage consumers in order to increase conversion rates, average order values, customer satisfaction, and we continue to invest in products that can leverage the value of this data to provide new and innovative solutions for our customers in the future.

More than 18,000 companies, including Cisco, Hewlett-Packard, IBM, Microsoft, Verizon, Sky, Walt Disney, PNC and Orbitz, employ our technology to keep pace with rising consumer expectations for service and relevance through the online channel. LivePerson has unique insight into consumer behavior, which we offer our customers through our intelligent engagement products and our consulting services.

Bridging the gap between visitor traffic and successful business outcomes, our business solutions deliver measurable return on investment by enabling our customers to:

- increase conversion rates and reduce abandonment by intelligently engaging website visitors;
- redirect spending from driving traffic to spending on visitor conversions;
- accelerate the sales cycle, drive repeat business and increase average order values;
- increase consumer satisfaction and improve the overall digital experience, drive retention and loyalty while reducing consumer service costs;
- refine and improve performance by understanding which initiatives deliver the highest rate of return;
- lower operating costs in the call center by deflecting costly phone and email interactions and improving agent efficiency;
- increase lead generation by providing a single messaging platform that engages consumers through advertisements and listings on branded and third-party websites; and
- connect with customers via their mobile device either through text message, on their mobile site or through a downloaded application.

As a “cloud computing” or software-as-a-service (SaaS) provider, LivePerson provides solutions on a hosted basis. This model offers significant benefits over premise-based software, including lower up-front costs, faster implementation, lower total cost of ownership, scalability, cost predictability and simplified upgrades. Organizations that adopt multi-tenant architecture that is fully hosted and maintained by LivePerson eliminate the majority of the time, server infrastructure costs and IT resources required to implement, maintain and support traditional on-premise software.

Our consumer services offering is an online marketplace that connects independent service providers (Experts) who provide information and knowledge for a fee via real-time chat with individual consumers (Users). Users seek assistance and advice in various categories including personal counseling and coaching, computers and programming,

education and tutoring, spirituality and religion, and other topics.

LivePerson was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced in November 1998. In April 2000, the company completed an initial public offering and is currently traded on The NASDAQ Global Select Market and the Tel Aviv Stock Exchange. LivePerson is headquartered in New York City, with offices in Atlanta, Amsterdam, Berlin, London, Melbourne, Ra'anana, Redding (UK), San Francisco and Tokyo.

### Market Opportunity

While many sectors of the global economy are challenged to maintain historical growth rates, worldwide e-commerce continues to grow steadily, and the U.S. is no different. According to Forrester Research, “U.S. online retail sales will climb at a 9.5% compound annual growth rate, to \$414 billion in 2018, from \$263 billion in 2013. The web will account for 11% of total retail sales by 2018, up from 8% in 2013.”

Online and mobile commerce continue to become mainstream activities and critical channels for retailers to engage their customers. According to a 2014 Forrester report, “74% of U.S. and 65% of European online adults now regularly shop online. And their activities are no longer limited to using traditional browsers. In the U.S., 25% of online adults regularly use multiple devices like smartphones and tablets to shop.” According to Goldman Sachs, by 2018, there will be roughly as much mobile commerce (\$626 billion) as there was e-commerce in 2013.

The rise of online video and social media has stimulated digital advertising spending, which is projected to exceed \$171 billion in 2015, \$64.3 billion of which will be focused on mobile, according to eMarketer. According to a recent eConsultancy report, for every \$92 spent by retailers to attract a visitor to their website, approximately \$1 is spent on efforts to convert each visitor. We believe that conversion rates can be improved through optimized on-site engagement, and that this represents an opportunity for our engagement solutions, both on-site and in mobile channels. LivePerson customers have demonstrated increases in website sales of greater than 20% and boosts in average order value by as much as 35%, while lowering the cost of engagement relative to voice or email. A 2013 Customer Service Benchmark by eDigitalResearch also found that “live chat has the highest satisfaction levels for any customer service channel, with 73%, compared with 61% for email and 44% for phone.”

According to Forrester Research, chat adoption by consumers has increased to 58% in 2014 from 43% in 2012; sending a mobile or SMS message to a company has increased to 38% from 24%, during the same period, respectively.

The LiveEngage platform, in concert with our consulting organization and customer value managers, positions LivePerson to target a broader opportunity than web commerce. The Company is working with brands to increase customer satisfaction and net promoter scores, and to enhance digital journeys for consumers on the web, by strengthening self-service channels. Our platform provides brands the capability to deflect 1-800 calls coming from websites, and to target the even larger funnel of calls flowing into 1-800 call centers that originate off line.

We believe that demographic shifts favor LivePerson’s current and planned offerings. We are seeing the younger generation of consumers adopt and use multiple technologies for online communications such as social networking and text messaging, to create and share user-generated content. Take the example of WhatsApp with over 30 billion messages exchanged each day; this is a strong indicator of how younger consumers prefer to communicate. Another example is WeChat, a messaging communications service with nearly 500 million active users exchanging messages, playing games, and booking car rides and plane tickets. These messaging milestones may in turn accelerate the demand for LivePerson’s online, real-time customer engagement solutions.

The adoption of SMS and mobile app messaging has not been constrained to younger generations. According to a 2014 comScore report, for ages 55 and older, two of the top ten apps by time spent are messaging apps. According to Forrester Research, chat adoption has increased to roughly one in three seniors. We believe that this shift in behavior demonstrates a strong appetite for messaging/chat communication technologies.

We think that the positive trends in e-commerce and messaging described above, along with the diversifying channels of consumer engagement worldwide, offer LivePerson opportunities to expand. LivePerson is uniquely positioned to work with brands and help capitalize on this shift in behavior, and optimize their mobile platforms to deliver a robust customer engagement offering, across multiple platforms. LivePerson continues to deliver increased value to customers through its core product while also expanding its product set as well as the availability and integration of its core product through different channels, such as mobile and social. By offering our solutions through different channels of engagement, we are improving the convenience and accessibility of our solutions, responding to the reality of today’s online market.

### Strategy

The key elements of LivePerson’s business solutions strategy include:



**Strengthening Our Position in Both Existing and New Markets and Growing Our Recurring Revenue Base.**

LivePerson plans to continue to develop its market position by increasing its customer base, and expanding within its existing installed base. We will continue to focus primarily on key target markets: automotive, financial services, retail, technology, telecommunications, and travel/hospitality within both our enterprise and midmarket sectors, as well as the small business (SMB) sector. Healthcare, insurance, real estate and energy utilities are new target industries and natural extensions of our primary target markets. As the online community is increasingly exposed to the benefits and functionality of our solutions, we intend to capitalize on our growing base of existing customers by collaborating with them to optimize our added value and effectiveness. Continuing to grow our customer base will enable us to strengthen our recurring revenue stream.

**Leveraging Our Platform Across Multiple Applications and Partners.** In developing our chat product over the last 16 years, we have created highly reliable and secure data gathering and analytic capabilities that are coupled with a sophisticated rules-based segmentation engine. In 2011, we packaged these technologies together into LiveEngage, a real-time data and intelligence platform powering our full suite of applications, adding voice and content engagement solutions to our market-leading chat product. In 2014, we introduced our next generation LiveEngage platform, which delivers sophisticated real-time data dashboards, integrated campaign management, voice-of-the customer capabilities, and advanced out-of-the-box mobile engagement. By leveraging these assets, we provide our customers with the same capabilities across all engagement channels. In addition, we have opened up access to our platform and our products with application programming interfaces (APIs) that allow third parties to develop on top of our platform. Customers, eco-system partners, and value added resellers can utilize these APIs to build our capabilities into their own applications and to enhance our applications with their services.

**Expanding the Engagement Tools and Capabilities We Provide to Our Customers.** We have created, and will continue to create, new proprietary applications and also provide third-party tools and capabilities through our partner eco-system. Today, our customers intelligently engage with approximately two percent of their website visitors via chat. As part of our strategy, we are striving to provide our customers with the ability to intelligently engage a greater proportion of their website visitors in new ways, such as with the delivery of personalized content and the use of voice and video. Mobile adoption is accelerating, and is our fastest growing channel, as our platform seamlessly integrates across devices and offers rich, contextually aware targeting and personalized experiences. In addition to developing our own applications, we continue to cultivate a partner eco-system capable of offering additional applications and services to our customers. These include partners that augment the data used in our rules engine, provide complementary services, such as translation and virtual agents, and partners that expand our reach to social and mobile channels.

**Maintaining Market Leadership in Technology and Security Expertise.** As described above, we are devoting significant resources to creating new products and enabling technologies designed to accelerate innovation and delivery of new products and technologies to our customer base. We evaluate emerging technologies and industry standards and continually update our technology in order to retain our leadership position in each market we serve. We monitor legal and technological developments in the area of information security and confidentiality to ensure our policies and procedures meet or exceed the demands of the world's largest and most demanding corporations. We believe that these efforts will allow us to effectively anticipate changing customer and consumer requirements in our rapidly evolving industry.

**Expanding our International Presence.** In 2014, we continued our investment in direct sales and services personnel to expand our customer base in the United Kingdom and Western Europe. We set up operations in Germany, and expanded within several of the largest financial services and telecommunications companies in Europe. We also saw positive growth in the Asia Pacific region, notably in Australia, where we built on the momentum from our acquisition of Australian reseller partner Engage Pty Ltd. in late 2012. Japan also demonstrated momentum, after establishing operations in the fourth quarter of 2013, by forging strategic partnerships with Information Services International-Dentsu, Ltd. (ISID), Vixia, and Dentsu Razorfish, group subsidiaries of Dentsu Inc., Japan's largest advertising agency. We continue to evaluate partnership opportunities and sales and marketing strategies to support further expansion into the Asia-Pacific region.

**Continuing to Build Brand Recognition.** As a pioneer of real-time, intelligent engagement, LivePerson enjoys strong brand recognition and credibility. Our focus on creating meaningful connections among employees, with our customers, and between brands and their consumers, is a key component of our culture and our market strategy. We strategically target decision makers and influencers within key vertical markets, leveraging customer successes to generate increased awareness and demand for online engagement tools. In addition, we continue to develop relationships with the media, industry analysts and relevant business associations to reinforce our position and leadership within the industry. Our brand name is also visible to both business users and consumers. When a consumer engages in a text-based chat on a customer's website, our brand name is usually displayed on the LivePerson dialogue window. We believe that this high-visibility placement will continue to create brand awareness for our

solutions.

**Increasing the Value of Our Service to Our Customers.** We regularly add both new products and services, and new features and functionality to our existing services to further enhance value to our customers. Because we directly manage the server infrastructure, we can make new features available to our customers immediately upon release, without customer or end-user installation of software or hardware. We continue to enhance our reporting, analysis and administrative tools as part of our overall portfolio of services, as well as our ability to capture, analyze and report on the substantial amount of online activity data we collect on behalf of our customers to further our customers' online strategies. Our customers may use these capabilities to increase productivity, manage call center staffing, develop one-to-one marketing tactics and pinpoint consumer engagement opportunities. Through these and other innovations, we intend to reinforce our value proposition to customers, which we believe will result in additional revenue from new and existing customers over time.

**Evaluating Strategic Alliances and Acquisitions When Appropriate.** We have successfully integrated several acquisitions over the past decade. In addition to our acquisition of Engage referenced above, most recently we acquired Contact

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At Once!, LLC. (“CAO!”), a unique messaging platform with leading market share in the automotive industry. We also acquired Synchronite, a German-based start-up with co-browsing technology, and NexGraph, adding a team of data science experts to enhance our leadership in intelligent digital engagement. While we have in the past, and may from time to time in the future, engage in discussions regarding acquisitions or strategic alliances or to acquire other companies that can accelerate our growth or broaden our product offerings, we currently have no binding commitments with respect to any future acquisitions or strategic alliances.

#### Products and Services

LivePerson’s hosted platforms support and manage intelligent, real-time online interactions for businesses. Our business-to-business services are all managed from a single agent desktop. By supplying a complete, unified consumer history, our solutions enable businesses to deliver a relevant, timely, personalized, and seamless consumer experience. In addition to product offerings, LivePerson provides professional services and value-added business consulting to support complete deployment and optimization of our enterprise solutions.

**LiveEngage.** LiveEngage, LivePerson’s hosted engagement platform delivers actionable insights, empowering businesses to get the most out of their existing online, mobile and social platforms by intelligently engaging consumers based on a real-time understanding of consumer needs. By seamlessly integrating chat, voice, content, and video to create a multi-channel, multimedia engagement platform, LiveEngage combines sophisticated technology with robust business intelligence to produce compelling, measurable results for e-commerce, marketing, and contact center executives. LiveEngage enables the combination of real time on-site data with off-site behavioral data with a broad set of consumer and business data, including historical, operational, demographic and third-party data enabling proprietary analytics to target end users with compelling engagement options at any step in the conversion funnel and throughout the customer lifecycle.

LiveEngage enables customers to maximize online revenue opportunities, improve conversion rates and reduce shopping cart abandonment by proactively engaging the right visitor, using the right channel, at the right time. Our solution identifies segments of website visitors who demonstrate the highest propensity to convert, and engages them in real-time with relevant content and offers, helping to generate incremental sales. LiveEngage also reduces costs in the contact center relative to voice, by identifying consumers who may be struggling with their self-help experience, and proactively connecting them to a live consumer care specialist, who can manage several conversations at once. This comprehensive solution blends a proven value-based methodology with an active rules-based engagement engine and deep domain expertise to increase first contact resolution, improve consumer satisfaction, and reduce attrition rates.

**Professional Services.** The mission of our Professional Services team is to help customers optimize the performance of our products in order to drive incremental value through their online sales and/or service channel(s). This talented group utilizes their deep domain expertise and years of hands-on experience to provide customers with detailed analyses and measurements of their LivePerson deployment that drive strategies and decisions on how to optimize the chat channel and broaden intelligent engagement of their consumers. Deliverables of the team include scorecards that measure and chart performance trends, analyses and recommendations for web design and process improvement, transcript reviews to discover both voice of the consumer insight and agent improvement opportunities, custom training of call center agents and management, and ongoing management of chat programs to ensure alignment with current business practices and objectives. The team’s value-added methodology and approach to guiding customers towards chat channel optimization is an important component of the LivePerson offering, and gives our customers a competitive advantage in the online world.

#### Customers

Our business operations customer base includes Fortune 500 companies, dedicated Internet businesses, a broad range of online merchants, as well as numerous universities, libraries, government agencies and not-for-profit organizations. Our solutions benefit organizations of all sizes conducting business or communicating with consumers online. We plan to continue to focus on key target markets: automotive, financial services, retail, technology, telecommunications, and travel/hospitality industries, as well as the SMB sector, within the United States and Canada, Latin America, Europe and the Asia-Pacific region. We continue to increase our investment in sales and support

personnel in the United Kingdom, Australia and Western Europe, particularly France and Germany. We are also working with sales and support partners as we expand our investment in the Asia-Pacific region.

No single customer accounted for or exceeded 10% of our total revenue in 2014.

#### Sales and Marketing

##### Sales

We sell our business products and services by leveraging a common methodology through both direct and indirect sales channels:

**Direct Sales.** Our sales process focuses on how our solutions and industry expertise deliver financial and operational value that support our customers' strategic initiatives. Our sales and marketing-focused solutions are targeted at business executives

whose primary responsibility is maximizing digital consumer acquisition. These executives have a vested interest in improving the overall digital experience, increasing conversion rates, increasing application completion rates and increasing average order value, as well as enhancing consumer satisfaction. The value proposition for our customer service-focused solutions appeals to professionals who hold both top and bottom line responsibility for consumer service and technical support functions within their organization, as well as enhancing consumer satisfaction. Our proactive service solution enables these organizations to provide effective consumer service by deflecting costly phone calls and emails to the more cost efficient chat channel. Our personalization solution is targeted at marketing and e-commerce professionals who are tasked with providing a personalized consumer experience to drive a multitude of business outcomes onsite. LivePerson supports any organization with a company-wide strategic initiative to improve the overall online consumer experience.

Our focus on creating meaningful connections among employees, with our customers, and between our customers and their consumers, is a key component of our culture and our market strategy. Our annual user conference, Aspire, emphasizes the uniqueness of our culture around meaningful connections. Meaningful connections and engagement permeates all facets of our organization. We were recognized in 2014 by Internet Week listing LivePerson as one of the “30 Best Places to Work in NYC Tech,” and Inc. magazine named LivePerson's NYC headquarters as one of the “World's Coolest Offices.”

In 2014, LivePerson modified its sales structure to better align the Company's resources with targeted market segments. Our full service segment consists of direct sales and customer success teams focused on mid-market, enterprise and global strategic customers and prospects. For our large and more complex customers, our sales methodology often begins with research and discovery meetings that enable us to develop a deep understanding of the value drivers and key performance metrics of a prospective customer. We then present an analytical review detailing how our solutions and industry expertise can affect these value drivers and metrics. Once we validate solution capabilities and prove financial return on investment, we transition to a program management model wherein we work hand-in-hand with the customer, providing detailed analysis, measurements and recommendations that help optimize their performance and ensure ongoing program success.

Our self-service segment focuses primarily on small business customers and prospects. Self service is a scalable online channel that enables organizations to download and pay for subscriptions to LiveEngage through our website, [www.LivePerson.com](http://www.LivePerson.com). Sales and service are supported via live chat on our website. Our customer acquisition strategy centers on leveraging customer word-of-mouth, our leading brand name, online marketing and partnerships.

**Indirect Sales.** Resources within our organization are focused on developing partnerships to generate revenues via referral partnerships and indirect sales through channel partners. By maximizing market coverage via partners who provide lead referrals and complementary products and services, we believe this channel supports revenue opportunities without incurring the costs associated with traditional direct sales.

#### Customer Support

Our Professional Services group provides deployment support and ongoing business consulting to enterprise and midmarket customers and maintains involvement throughout the engagement lifecycle. All LivePerson customers have access to 24/7 help desk services through chat, email and phone.

#### Marketing

Our marketing efforts in support of our business operations are organized around the needs, trends and characteristics of our existing and prospective customer base. Our deep relationship with existing customers fosters continuous feedback and critical data analysis, thereby allowing us to develop and refine marketing programs that drive adoption across multiple customer segments. We have a global team, spread across key geographies in Western Europe, Asia-Pacific and North America that is focused on marketing our brand, products and services to executives responsible for the digital channel and consumer service operations of their organization. The global team is committed to marketing in a common voice, but is focused on delivering very localized campaigns depending on the region. Our focus is on the financial services, retail, telecommunications, technology, and travel/hospitality industries, as well as SMBs. Our integrated marketing strategy is focused on driving demand, building customer and consumer advocacy, driving adoption of our LiveEngage platform, and supporting key areas of business including small

business, international and the channel. We aim to achieve this by delivering high-level thought leadership campaigns, industry event participation, personalized lead generation campaigns to reach potential and existing customers using mediums such as paid and organic search, direct email and mail, industry- and category-specific tradeshows and events, and telemarketing.

Our marketing strategy also encompasses a strategic communications approach that integrates, public relations, social media, and analyst/influencer relations. We are focused on using those channels to communicate our brand value, to those key stakeholders, to increase overall brand and technology awareness. Communications seeks to highlight key customer success stories, and promote executive thought leadership via contributed content, speaking opportunities and press interviews, to raise LivePerson's profile and reinforce our position as an industry leader.

### Competition

The markets for online engagement technology and online consumer services are intensely competitive and characterized by aggressive marketing, pricing pressure, evolving industry standards, rapid technology developments, and frequent new product introductions. LivePerson's business solutions compete directly with companies that facilitate real-time sales, email management, searchable knowledgebase applications and consumer service interaction. These markets remain fairly saturated with small companies that compete on price and features. LivePerson faces competition from online interaction solution providers such as eGain, Oracle RightNow (an Oracle company) and TouchCommerce, and from traditional call center infrastructure providers such as Avaya, Cisco and Genesys. We believe that our long-standing relationships with customers, particularly at the enterprise level, and our online selling expertise, including knowledge of online consumer purchasing habits, sophisticated methodologies to efficiently engage online consumers and reporting capabilities that measure return on investment differentiate us from existing competitors. In addition, we believe that our security and ability to handle such high volumes of traffic without degrading the experience of our customers' visitors are significant advantages. We believe that as the scope, size and sophistication of our customers' requirements increase, our competitors' relative strengths as compared to our offerings decline.

We also face potential competition from Web analytics and online engagement service providers, and other enterprise software and SaaS solutions companies such as Adobe, Google, Oracle and SAP. In addition, established technology and/or consumer-oriented companies such as Google, Microsoft, Salesforce.com and Yahoo! may leverage their existing relationships and capabilities to offer online engagement solutions that facilitate real-time assistance. The most significant challenges facing any new market entrant include the ability to design and build scalable software that can support the world's most highly-trafficked websites, and, with respect to outsourced solution providers, the ability to design, build and manage a highly secure and scalable network infrastructure.

LivePerson's consumer operations compete with companies that provide cross category advice such as About.com, Google HelpOuts and Yahoo Answers. The consumer operations also compete with niche players offering advice in specific vertical categories.

Finally, LivePerson competes with in-house online engagement solutions, as well as, to a lesser extent, traditional offline consumer service solutions, such as telephone call centers.

LivePerson believes that competition will increase as our current competitors increase the sophistication of their offerings and as new participants enter the market. Compared to LivePerson, some of our larger current and potential competitors may have:

- stronger brand recognition;
- a wider range of products and services; and
- greater financial, marketing and research and development resources.

Additionally, some competitors may enter into strategic or commercial relationships with larger, more established and better-financed companies, enabling them to:

- undertake more extensive marketing campaigns;
- adopt more aggressive pricing policies; and
- make more attractive offers to potential business customers to induce them to use their products or services.

Any change in the general market acceptance of the real-time customer engagement, sales, marketing or customer service solutions business model or in online, real-time consumer advice services may harm our competitive position. Our competitors may at any time improve their services or product offerings, or develop real-time sales, marketing, customer service and Web analytics applications or competitive consumer service offerings and solicit prospective customers within our target markets. Increased competition could result in pricing pressure, reduced operating margins and loss of market share.

### Technology

Three key technological features distinguish the LivePerson services:

- We support our customers through a secure, scalable server infrastructure. In North America, our primary servers are hosted in a fully-secured, top-tier, third-party server center located in the Mid-Atlantic United States, and are



supported by a top-tier backup server facility located in the Western United States. In Europe, our primary servers are hosted in a fully-secured, top-tier, third-party server center located in the United Kingdom and are supported by a top-tier backup server facility located in The Netherlands. Nearly all of our larger customers outside of the United States are hosted within our UK-based hosting facility. By managing our servers directly, we maintain greater flexibility and control over the production environment allowing us to be responsive to customer needs and to continue to provide a superior level of service. Utilizing advanced network infrastructure

and protocols, our network, hardware and software are designed to accommodate our customers' demand for secure, high-quality 24/7 service, including during peak times such as the holiday shopping season.

As a hosted service, we are able to add additional capacity and new features quickly and efficiently. This has enabled us to provide these benefits simultaneously to our entire customer base. In addition, it allows us to maintain a relatively short development and implementation cycle.

As a SaaS provider, we focus on the development of tightly integrated software design and network architecture. We dedicate significant resources to designing our software and network architecture based on the fundamental principles of security, reliability and scalability.

**Software Design.** Our software design is based on client-server architecture. As a SaaS provider, our customers either use a standard Web browser or install only the LivePerson Agent Console (Windows or Java-based) on their operators' workstations. Visitors to our customers' websites require only a standard Web browser and do not need to download software from LivePerson in order to interact with our customers' operators or to use the LivePerson services.

Our software design is also based on open standards. These standard protocols facilitate integration with our customers' legacy and third-party systems. Representative examples include:

- Java
- JSON (JavaScript Object Notation)
- REST (Representational State Transfer)
- XML (Extensible Mark-up Language)
- HTML (Hypertext Mark-up Language)
- SQL (Structured Query Language)
- HTTP (Hypertext Transfer Protocol)

**Network Architecture.** The software underlying our services is integrated with scalable and reliable network architecture. Our network is scalable; we do not need to add new hardware or network capacity for each new LivePerson customer. This network architecture is hosted in co-location facilities with redundant network connections, servers and other infrastructure, enabling superior availability. Our backup server infrastructure housed at separate locations provides our primary hosting facilities with effective disaster recovery capability. We maintain the highest level of compliance with standards such as SOC2 and PCI. For increased security, through a multi-layered approach, we use advanced firewall architecture and industry-leading encryption standards and employ third-party experts to further validate our systems' security. We also enable our customers to further encrypt their sensitive data using more advanced encryption algorithms.

#### Government Regulation

We are subject to a number of foreign and domestic laws and regulations that apply to the conduct of business on the Internet and the management of customer and consumer data such as, but not limited to, laws and regulations relating to user privacy, freedom of expression, data privacy, electronic contracts, electronic payment, content and quality of products and services, taxation, advertising, internet neutrality, information, cybersecurity and intellectual property rights. We post on our website our privacy policies and practices concerning the use and disclosure of user data, and we observe data security protocols and other business practices in an effort to comply with applicable laws. Expansion and interpretation of existing or new user privacy and data security laws, and their application to the Internet in the U.S. and foreign jurisdictions, is ongoing, unsettled and unpredictable. There is a risk that these laws may be interpreted and applied differently in any given jurisdiction in a manner that is not consistent with our current practices, which could cause us to incur substantial costs and otherwise negatively impact our business.

U.S. and foreign jurisdictions have laws and regulations that regulate, restrict and impose requirements in relation to the collection, use, storage and transfer of data. The enactment and enforcement of such laws and regulations by government agencies and private plaintiffs has accelerated and is expected to continue. For instance, some U.S. states have enacted legislation designed to protect consumers' privacy by prohibiting the distribution of "spyware" over the Internet. Such legislation typically focuses on restricting the proliferation of software that, when installed on an end user's computer is used to intentionally and deceptively take control of the end user's machine. We do not believe that

the data monitoring methods employed by our technology constitute “spyware” or that our data monitoring methods are prohibited by applicable laws. However, federal, state and foreign laws and regulations, many of which can be enforced by government entities or private parties, are constantly evolving and can be subject to significant changes in application and interpretation. So, if, for example, the scope of the previously mentioned “spyware ” legislation were changed to include Web analytics, such legislation could be deemed to apply to the technology we use and could potentially restrict our ability to conduct our business.

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In addition, if U.S. or foreign laws or regulations are enacted that limit or proscribe data collection, use, storage or transfer practices related to anonymous data, we and/or our customers may be required to obtain the express consent of web visitors in order for our technology to perform certain of its basic functions that are based on the collection and use of technical data. Requirements that a website must first obtain consent from its Web visitors before using our technology could reduce the amount and value of the services we provide to customers, which might impede sales and/or cause some existing customers to discontinue using our services. We could also need to expend considerable effort and resources to develop new product features and/or procedures to comply with any such legal requirements.

Both existing and proposed laws and regulations can be costly to comply with and can delay or impede the development of new products or services, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to inquiries, investigations or lawsuits, claims or other remedies, including but not limited to fines or demands that we modify or cease existing business practices.

Businesses using our products may collect data from their web users, for example, when those web users contact them with inquiries. Federal, state and foreign government bodies and agencies, however, have adopted, and are considering adopting other, laws and regulations regarding the collection, use, storage and transfer or disclosure of data obtained from consumers that currently affect or may affect our business customers. We use a variety of data security procedures and practices such as encryption and masking algorithms in an effort to protect information when transmitted over the Internet or stored, and encourage our customers to do the same. Changes to applicable laws and or interpretation thereof could significantly increase the economic burden to us and our customers of regulatory compliance, and could negatively impact our business. For example, the European Union and many countries within the European Union have adopted privacy directives related to the collection, use, storage and transfer of data that are far more stringent, and impose more substantial burdens on subject businesses than standards in the United States. The U.S. Federal Trade Commission (the "FTC") has also taken action against website operators who do not comply with their stated privacy policies or who have suffered cyberattacks or security breaches. All of these domestic and international legislative and regulatory initiatives have the potential to adversely affect our customers' ability to use our products.

A range of other proposed laws and new interpretations of existing laws could materially impact our business. For example:

existing and proposed federal and state rules and regulations regarding cybersecurity, data breach notification and monitoring of online behavioral data such as "Do Not Track" could potentially apply to some of our current or planned products and services. The FTC has also increased its enforcement actions against companies that fail to meet their privacy or data security commitments to consumers. In addition many states have adopted, and other states are expected to enact, statutes that require companies to implement data security measures and to report certain breaches of the security of personal data to affected individuals, to regulatory agencies, to law enforcement officials and to other third parties. Currently there are many proposals by state and federal lawmakers and industry in this area that address the collection, maintenance and use of personal information, Web browsing and geolocation data, and data security and breach notification procedures. Given that this is an evolving and unsettled area of regulation, any new significant restrictions or technological requirements imposed could have a negative impact on our business; the Digital Millennium Copyright Act has provisions that limit, but do not necessarily eliminate, our liability for third-party content delivered through our website and products. In the U.S., laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested and could change. Certain foreign jurisdictions are also testing the liability of providers of online services for activities of their users and other third parties. While providers of online services currently are generally not held liable for activities of their third party users, changes in applicable laws imposing liability on providers of online services for activities of their users and other third parties could harm our business; the Child Online Protection Act and the Children's Online Privacy Protection Act, respectively, restrict the distribution of materials considered harmful to children and impose additional restrictions on the ability of online services to collect or use certain categories of information from children under 13. Currently, our consumer-facing site and services are intended for use by adults over 18 years of age; and

in January 2004, the United States Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003, or CAN-SPAM Act, became effective. The CAN-SPAM Act regulates the transmission and content of commercial emails and, among other things, obligates the sender of such emails to provide recipients with the ability to opt-out of receiving future emails from the sender, and establishes penalties for the transmission of email messages which are intended to deceive the recipient as to source or content. Many state legislatures also have adopted laws that impact the delivery of commercial email, and laws that regulate commercial email practices have been enacted in some of the international jurisdictions in which we do business. In addition, Internet service providers and licensors of software products have introduced a variety of systems and products to filter out certain types of commercial email, without any common protocol to determine whether the recipient

desired to receive the email being blocked. As a result, it is difficult for us to determine in advance whether or not emails generated by our customers using our solutions will be permitted by spam filters to reach the intended recipients.

In addition, because our services are accessible worldwide, certain foreign jurisdictions may claim that we are required to comply with their laws, even if we don't have a local entity, employees or infrastructure. Often, foreign data security, privacy, and other laws and regulations are more restrictive than those in the U.S. The Company monitors pending legislation and regulatory initiatives to ascertain relevance, analyze impact and develop strategic direction surrounding regulatory trends and developments. We might unintentionally violate such laws now and in the future; such laws or their interpretation or application may be modified; and new laws may be enacted in the future. Any such developments could subject us to legal liability exposure, and harm our business, operating results and financial condition.

#### Intellectual Property and Proprietary Rights

We rely on a combination of patent, copyright, trade secret, trademark and other common law in the United States and other jurisdictions, as well as confidentiality procedures and contractual provisions, to protect our proprietary technology, processes and other intellectual property. We own a portfolio of patents and patent applications in the United States and internationally and regularly file patent applications to protect intellectual property that we believe is important to our business, including intellectual property related to real-time sales, marketing and customer service solutions. We believe the duration of our patents is adequate relative to the expected lives of our products and services. We pursue the registration of our domain names, trademarks and trade names in the United States and in certain locations outside the United States. We also own copyrights, including in our software, publications and other documents authored by us. These intellectual property rights are important to our business and marketing efforts. We seek to protect our intellectual property rights by relying on federal, state, and common law rights, including registration, or otherwise in the United States and certain foreign jurisdictions, as well as contractual restrictions. However, we believe that factors such as the technological and creative skills of our personnel, new service developments, frequent enhancements and reliable maintenance are more essential to establishing and maintaining a competitive advantage. Others may develop technologies that are similar or superior to our technology. We enter into confidentiality and other written agreements (including invention assignment agreements) with our employees, consultants, customers, potential customers, strategic partners, and other third parties, and through these and other written agreements, we attempt to control access to and distribution of our software, documentation and other proprietary information. Despite our efforts to protect our proprietary rights, third parties may, in an unauthorized manner, attempt to use, copy or otherwise obtain and market or distribute our intellectual property rights or technology or otherwise develop a service with the same functionality as our services. Policing unauthorized use of our services and intellectual property rights is difficult, and we cannot be certain that the steps we have taken will prevent misappropriation of our technology or intellectual property rights, particularly in foreign countries where we do business, where our services are sold or used, where the laws may not protect proprietary rights as fully as do the laws of the United States or where enforcement of laws protecting proprietary rights is not common or effective.

Substantial litigation regarding intellectual property rights exists in the software industry. In the ordinary course of our business, our services have been and may be increasingly subject to third-party infringement claims as claims by non-practicing entities become more prevalent and as the number of competitors in our industry segment grows and the functionality of services in different industry segments overlaps. Some of our competitors in the market for real-time sales, marketing and customer service solutions or other third parties may have filed or may intend to file patent applications covering aspects of their technology. Any claims alleging infringement of third-party intellectual property rights could require us to spend significant amounts in litigation (even if the claim is invalid), distract management from other tasks of operating our business, pay substantial damage awards, prevent us from selling our products, delay delivery of the LivePerson services, develop non-infringing software, technology, business processes, systems or other intellectual property (none of which might be successful), or limit our ability to use the intellectual property that is the subject of any of these claims, unless we enter into license agreements with the third parties (which may be costly, unavailable on commercially reasonable terms, or not available at all). Therefore, such claims could

have a material adverse effect on our business, results of operations, cash flows and financial condition. The duration of the protection afforded to our intellectual property depends on the type of property in question, the laws and regulations of the relevant jurisdiction and the terms of its license agreements with others. With respect to our trademarks and trade names, trademark laws and rights are generally territorial in scope and limited to those countries where a mark has been registered or protected. While trademark registrations may generally be maintained in effect for as long as the mark is in use in the respective jurisdictions, there may be occasions where a mark or title is not registrable or protectable or cannot be used in a particular country. In addition, a trademark registration may be cancelled or invalidated if challenged by others based on certain use requirements or other limited grounds. The duration of property rights in trademarks, service marks and tradenames in the United States, whether registered or not, is predicated on our continued use.

## Employees

As of December 31, 2014 we had 1,058 full-time employees, which is inclusive of CAO!. Our employees are not covered by collective bargaining agreements. We believe our relations with our employees are satisfactory.

## Segments and Geographic Areas

Information about segment and geographic revenue is set forth in Note 1 of the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K. For a discussion of the risks attendant to foreign operations, see the information under the heading "Risk Factors" under the caption "Continuing expansion into international markets is important for our growth, and as we continue to expand internationally, we face additional business, political, regulatory, operational, financial and economic risks, any of which could increase our costs or otherwise limit our growth." For a discussion of revenue, net income and total assets, see Item 8 of this Annual Report on Form 10-K.

## Website Access to Reports

We make available, free of charge, on our website ( [www.liveperson.com](http://www.liveperson.com) ), our annual reports on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we have electronically filed such material with, or furnished it to, the Securities and Exchange Commission. The Company's web site address provided above is not intended to function as a hyperlink, and the information on the Company's web site is not and should not be considered part of this Annual Report on Form 10-K and is not incorporated by reference herein.

## Item 1A. Risk Factors

The following are certain of the important risk factors that could cause, or contribute to causing, our actual operating results to differ materially from those indicated, expected or suggested by forward-looking statements made in this Annual Report on Form 10-K or presented elsewhere by management from time to time. The risks described below are not the only ones we face. Additional risks not presently known to us, or that we currently deem immaterial, may become important factors that impair our business operations. Prospective and existing investors are strongly urged to carefully consider the various cautionary statements and risks set forth in this report and other public filings before deciding to purchase, hold or sell our common stock.

### Risks Related to Our Business

Our quarterly revenue and operating results may be subject to significant fluctuations, which may adversely affect the trading price of our common stock.

We have in the past incurred, and we may in the future incur losses and experience negative cash flows, either or both of which may be significant and may cause our quarterly revenue and operating results to fluctuate significantly.

These fluctuations may be as a result of a variety of factors, including the following factors which are in part within our control, and in part outside of our control:

- continued adoption by companies doing business online of real-time sales, marketing and customer service solutions;
- continued adoption by individual Experts and consumers of online real-time advice services;
- changes in our pricing models, policies or the pricing policies of our current and future competitors;
- our customers' business success;
  - our customers' demand for our services;
- consumer demand for our services;
- our ability to attract and retain customers;
- the introduction of new services by us or our competitors;
- our ability to avoid and/or manage service interruptions, disruptions, or security incidents; and
- the amount and timing of capital expenditures and other costs relating to the expansion of our operations, including those related to acquisitions.



Our revenue and results may also fluctuate significantly in the future due to the following factors that are entirely outside of our control:

- economic conditions specific to the Internet, electronic commerce and online media; and
- general economic and political conditions.

Period-to-period comparisons of our operating results may not be meaningful because of these factors. You should not rely upon these comparisons as indicators of our future performance.

Due to the foregoing factors, it is possible that our results of operations in one or more future quarters may fall below the expectations of securities analysts and investors. If this occurs, the trading price of our common stock could decline.

If we are not competitive in the markets for online sales, marketing and customer service solutions, or online consumer services, our business could be harmed.

The markets for online engagement technology and online consumer services are intensely competitive and characterized by aggressive marketing, evolving industry standards, rapid technology developments and frequent new product introductions. Established or new entities may enter the market in the near future, including those that provide solutions for real-time interaction online, or online consumer services related to real-time advice.

We compete directly with companies focused on technology that facilitates real-time sales, email management, searchable knowledgebase applications and customer service interaction. These markets remain fairly saturated with small companies that compete on price and features. We face significant competition from online interaction solution providers, including SaaS providers such as Talisma, eGain, TouchCommerce and Oracle Corporation. We also face potential competition from web analytics and online engagement service providers, and other enterprise software and SaaS solutions companies such as Adobe, Oracle, Google and SAP. In addition, established technology and/or consumer-oriented companies such as Google, Microsoft, Salesforce.com and Yahoo! may leverage their existing relationships and capabilities to offer online engagement solutions that facilitate real-time assistance. Furthermore, many of our competitors offer a broader range of customer relationship management products and services than we currently offer. We may be disadvantaged and our business may be harmed if companies doing business online choose real-time sales, marketing and customer service solutions from such providers.

Finally, we compete with customers and potential customers that choose to provide a real-time sales, marketing and customer service solution in-house as well as, to a lesser extent, traditional offline customer service solutions, such as telephone call centers.

We believe that competition will increase as our current competitors increase the sophistication of their offerings and as new participants enter the market. As compared to our company, some of our larger current and potential competitors have:

- greater brand recognition;
- more diversified lines of products and services; and
- significantly greater financial, marketing and research and development resources.

Additionally, some competitors may enter into strategic or commercial relationships with larger, more established and better-financed companies. These competitors may be able to:

- undertake more extensive marketing campaigns;
- adopt more aggressive pricing policies; and
- make more attractive offers to businesses or individuals to induce them to use their products or services.

Any change in the general market acceptance of the real-time sales, marketing and customer service solution business model or in online, real-time consumer advice services may harm our competitive position. Such changes may allow our competitors additional time to improve their service or product offerings, and would also provide time for new competitors to develop real-time sales, marketing, customer service and web analytics applications or competitive consumer service offerings and solicit prospective customers within our target markets. Increased competition could result in pricing pressures, reduced operating margins and loss of market share.

The success of our business is dependent on the retention of existing customers and their purchase of additional services, as well as attracting new customers and consumer users to our consumer services.

Our business services agreements typically have twelve month terms. In some cases, our agreements are terminable or may terminate upon 30 to 90 days' notice without penalty. If a significant number of our customers, or any one customer to whom we provide a significant amount of services, were to terminate services, or reduce the amount of services purchased or fail to purchase additional services, our results of operations may be negatively and materially affected. Dissatisfaction with the nature or quality of our services could also lead customers to terminate our service. We depend on monthly fees and interaction-based fees from our services for substantially all of our revenue. As part

of our strategy, we are increasingly offering customers subscriptions with interaction-based fees. While this interaction-based fee model has demonstrated success in our business to date, it could potentially produce greater variability in our revenue as revenue in this model is impacted by the number of interactions that our customers generate through use of our products. Because of the historically small amount of services sold in initial orders,

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we depend significantly on the growth of our customer base and sales to new customers and sales of additional services to our existing customers. Our revenue could decline unless we are able to obtain additional customers or alternate revenue sources.

New and developing regulatory or other legal requirements could materially impact our business.

We, and our customers, are subject to a number of foreign and domestic laws and regulations that apply to the conduct of business on the Internet such as, but not limited to, laws and regulations relating to user privacy, data privacy, content, internet (or net) neutrality, advertising, electronic contracts, electronic payment, information security and intellectual property rights. We post on our web site our privacy policies and practices concerning the use and disclosure of user data, and we observe data security protocols and other business practices in an effort to comply with applicable laws. Expansion and interpretation of user privacy and data security laws and their application to the Internet in the United States and foreign jurisdictions is ongoing and unsettled. There is a risk that these laws may be interpreted and applied differently in any given jurisdiction in a manner that is not consistent with our current practices, which could cause us to incur substantial costs and otherwise negatively impact our business.

Various United States and foreign jurisdictions impose laws regarding the collection, use and retention of data. For instance, some states in the United States have enacted legislation designed to protect consumers' privacy by prohibiting the distribution of "spyware" over the Internet. Such legislation typically focuses on restricting the proliferation of software that, when installed on an end user's computer is used to intentionally and deceptively take control of the end user's machine. We do not believe that the data monitoring methods employed by our technology constitute "spyware" or that our data monitoring methods are prohibited by applicable laws. However, federal, state and foreign laws and regulations, many of which can be enforced by government entities or private parties, are constantly evolving and can be subject to significant changes in application and interpretation. So, if, for example, the scope of the previously mentioned "spyware" legislation were changed to include web analytics, such legislation could be deemed to apply to the technology we use and could potentially restrict our ability to conduct our business.

Domestic and foreign governments are also considering restricting the collection and use of Internet visitor and user data more generally. For example, some jurisdictions, including the United States, are considering whether the collection of even anonymous data may invade the privacy of web site visitors. If laws or regulations are enacted that limit data collection or use practices related to anonymous data, we and/or our customers may be required to obtain the express consent of web visitors in order for our technology to perform certain of its basic functions that are based on the collection and use of technical data. Requirements that a website must first obtain consent from its web visitors before using our technology could reduce the amount and value of the services we provide to customers, which might impede sales and/or cause some existing customers to discontinue using our services. We could also need to expend considerable effort and resources to develop new product features and/or procedures to comply with any such legal requirements.

Businesses using our products may collect data from their web users when those web users contact them with inquiries. Federal, state and foreign government bodies and agencies, however, have adopted, and are considering adopting other laws and regulations regarding the collection, use and disclosure of data obtained from consumers that currently affect or may affect our business customers. We use a variety of data security procedures and practices such as encryption and masking algorithms in an effort to protect information when transmitted over the Internet or stored, and encourage our customers to do the same. Changes to applicable laws and or interpretation thereof relating to data security and other consumer protection areas could significantly increase the economic burden to us and our customers of regulatory compliance, and could negatively impact our business. For example, European Union members have rules and regulations regarding the collection and use of data that are far more stringent, and impose more substantial burdens on subject businesses than current privacy standards in the United States. In addition, the interpretation and application of consumer and data protection laws in the United States, Europe and elsewhere often can be uncertain, in conflict or in a state of flux. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data practices, in which case we could be subject to possible fines or an order requiring that we change our data practices. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our commercial interests.

A range of other proposed or existing laws and new interpretations of existing laws could have an impact on our business. For example:

Existing and proposed laws and regulations regarding cybersecurity and monitoring of online behavioral data such as the proposed “Do Not Track” regulations and plans by the Obama administration to offer a sweeping online privacy bill to Congress in the first quarter of 2015 could potentially apply to some of our current or planned products and services. The FTC has also ratcheted up its enforcement actions against companies that fail to live up to their privacy or data security commitments to consumers. Currently there are many proposals by lawmakers and industry in this area, both in the United States and overseas, which address the collection, maintenance and use of personal information, web browsing and geolocation data, and establish data security and breach notification requirements. Given that this is an evolving and unsettled area of regulation, the imposition of any new significant restrictions or technological requirements could have a negative impact on our business.

The Digital Millennium Copyright Act, or DMCA, has provisions that limit, but do not necessarily eliminate, our liability for third-party content delivered through our website and products. In the United States, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested and could change. Certain foreign jurisdictions are also testing the liability of providers of online services for activities of their users and other third parties. While providers of online services currently are generally not held liable for activities of their third party users, changes in applicable laws or new judicial interpretations imposing liability on providers of online services for activities of their users and other third parties could harm our business.

The Child Online Protection Act and the Children's Online Privacy Protection Act, respectively, restrict the distribution of materials considered harmful to children and impose additional restrictions on the ability of online services to collect or use certain categories of information from children under 13.

In January 2004, the United States Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003, or CAN-SPAM Act, became effective. The CAN-SPAM Act regulates the transmission and content of commercial emails and, among other things, obligates the sender of such emails to provide recipients with the ability to opt-out of receiving future emails from the sender, and establishes penalties for the transmission of email messages which are intended to deceive the recipient as to source or content. Many state legislatures also have adopted laws that impact the delivery of commercial email, and laws that regulate commercial email practices have been enacted in some of the international jurisdictions in which we do business. In addition, Internet service providers and licensors of software products have introduced a variety of systems and products to filter out certain types of commercial email, without any common protocol to determine whether the recipient desired to receive the email being blocked. As a result, it is difficult for us to determine in advance whether or not emails generated by our customers using our solutions will be permitted by spam filters to reach the intended recipients.

Both existing and proposed laws and regulations can be costly to comply with and can delay or impede the development of new products, result in negative publicity and damage to our brand and reputation, increase our operating costs, require significant management time and attention, and subject us to inquiries or investigations, claims or other remedies, including fines or requirements that we modify or cease our business practices.

Additionally, because our services are accessible worldwide, certain foreign jurisdictions may claim that we are required to comply with their laws, even if we don't have a local entity, employees or infrastructure. Often, foreign data protection, privacy, and other laws and regulations are more restrictive than those in the United States. The Company monitors pending legislation and regulatory initiatives to ascertain relevance, analyze impact and develop strategic direction surrounding regulatory trends and developments.

We are exposed to currency rate fluctuations and our results of operations may be affected as a result.

Although the functional currency of our Israeli subsidiaries is the United States dollar, as a result of the size and scope of our Israeli operations, our currency rate fluctuation risk associated with the exchange rate movement of the United States dollar against the New Israeli Shekel has increased. In addition, the functional currency of our operations in the U.K. is the Pound Sterling; the functional currency of our operations in Netherlands and Germany is the Euro; the functional currency of our operations in Australia is the Australian dollar; and the functional currency of our operations in Japan is the Japanese Yen. Conducting business in currencies other than the United States dollar subjects us to fluctuations in currency exchange rates that could adversely affect our results of operations. Fluctuations in the value of the United States dollar relative to other foreign currencies affect our revenue, cost of revenue and operating expenses, and result in foreign currency transaction gains and losses. In 2014, we did not take part in any hedging transactions intended to reduce our exposure to exchange rate fluctuations for our international operations. We may seek to enter into hedging transaction in the future, but we may be unable to enter into those transactions successfully, on acceptable terms or at all. We cannot predict whether or not we will incur foreign exchange losses in the future. To the extent the international component of our revenues grows, our results of operations will become more sensitive to foreign exchange rate fluctuations.

We could face additional regulatory requirements, tax liabilities, currency exchange rate fluctuations and other risks as we expand internationally and/or as we expand into direct-to-consumer services.

In 2014, we opened up an office in Italy and in 2013 we opened up offices in Germany, Japan and the Netherlands. In November 2014, we acquired "CAO!" a software company with a cloud-based platform that instantly connects consumers with businesses through instant messaging, text messaging, chat, social media and video over the internet for consumer-to-business sales conversions. In 2014, we also acquired Synchronite LLC, a German based start-up that provides co-browsing technology and NexGraph, LLC, a company focused on analytic solutions. In November 2012, we acquired Engage Pty Ltd. an Australian provider of cloud-based customer contact solutions. In May 2012, we acquired certain assets of Amadesa, Ltd., an Israeli-based website analytics company. In addition, we have established a sales, marketing and customer support presence in the United Kingdom in support of expansion efforts into Western Europe, and have integrated the United Kingdom operations of Proficient Systems into that office. There are risks related to doing business in international markets as well as in the online consumer market, such as changes in regulatory requirements, tariffs and other trade barriers, fluctuations in currency exchange rates, more stringent rules relating to the data privacy and security, and adverse tax consequences. In addition, there are likely to be different consumer preferences and requirements in specific international markets. Furthermore, we may face difficulties in staffing and managing any foreign operations. One or more of these factors could harm any future international operations.

If our goodwill becomes impaired, we may be required to record a charge to earnings.

Under accounting principles generally accepted in the United States, we review our goodwill for impairment at least annually and when events or changes in circumstances indicate the carrying value may not be recoverable. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill may not be recoverable include a decline in stock price and market capitalization, reduced future cash flow estimates, and slower growth rates in our industry. In December 2008, we recorded a \$23.5 million impairment charge in connection with the Kasamba Inc. acquisition in October 2007. From time to time, we may be required to record additional charges to earnings in our financial statements during the period in which any impairment of our goodwill is determined, which may negatively impacting our results of operations.

We may be unable to respond to the rapid technological change and changing customer preferences in the online sales, marketing, customer service, and/or online consumer services industries and this may harm our business.

If we are unable, for technological, legal, financial or other reasons, to adapt in a timely manner to changing market conditions in the online sales, marketing, customer service and/or e-commerce industry or our customers' or Internet users' requirements or preferences, our business, results of operations and financial condition would be materially and adversely affected. Business on the Internet is characterized by rapid technological change. In addition, the market for online sales, marketing, customer service and expert advice solutions is relatively new. Sudden changes in customer and Internet user requirements and preferences, frequent new product and service introductions embodying new technologies, such as broadband communications, and the emergence of new industry and regulatory standards and practices such as but not limited to data privacy and security standards could render the LivePerson services and our proprietary technology and systems obsolete. The rapid evolution of these products and services will require that we continually improve the performance, features and reliability of our services. Our success will depend, in part, on our ability to:

- enhance the features and performance of our services;
- develop and offer new services that are valuable to companies doing business online as well as Internet users; and
- respond to technological advances and emerging industry and regulatory standards and practices in a cost-effective and timely manner.

If any of our new services, including upgrades to our current services, do not meet our customers' or Internet users' expectations, our business may be harmed. Updating our technology may require significant additional capital expenditures and could materially and adversely affect our business, results of operations and financial condition.

If new services require us to grow rapidly, this could place a significant strain on our managerial, operational, technical and financial resources. In order to manage our growth, we could be required to implement new or upgraded operating and financial systems, procedures and controls. Our failure to expand our operations in an efficient manner could cause our expenses to grow, our revenue to decline or grow more slowly than expected and could otherwise

have a material adverse effect on our business, results of operations and financial condition.

Downturns in the global economic environment or in particular industries in which our sales are concentrated may adversely affect our business and results of operations.

The United States and other global economies have experienced in the past and could in the future experience economic downturn that affects all sectors of the economy, particularly in the financial services and retail industries, resulting in declines in economic growth and consumer confidence, increases in unemployment rates and uncertainty about economic stability. Global credit and financial markets recently experienced extreme disruptions, including diminished liquidity and credit availability and



rapid fluctuations in market valuations. Our business has been affected by these conditions in the past and could be similarly impacted in the future by any downturn in global economic conditions.

Our business is, and will continue to be, dependent on sales to customers in the telecommunications, financial services, retail, automotive, real estate and technology industries. A downturn in one or more of these industries could have a material adverse effect on our business, liquidity, results of operations, financial condition and cash flows. In the event that industry conditions deteriorate in one or more of these industries, we could experience, among other things, cancellation or non-renewal of existing contracts, reduced demand for our products and reduced sales. It could be difficult to predict the timing, strength or duration of any economic slowdown or subsequent economic recovery, either relating to the global economic environment or to the particular industries in which our sales are concentrated, which, in turn, could make it more challenging for us to forecast our operating results, make business decisions and identify risks that may adversely affect our business, sources and uses of cash, financial condition and results of operations.

Weak economic conditions may also cause our customers to experience difficulty in supporting their current operations and implementing their business plans. Our customers may reduce their spending on our services, may not be able to discharge their payment and other obligations to us, may experience difficulty raising capital, or may elect to scale back the resources they devote to customer service and/or sales and marketing technology, including services such as ours. Economic conditions may also lead consumers and businesses to postpone spending, which may cause our customers to decrease or delay their purchases of our products and services. If economic conditions deteriorate for us or our customers, we could be required to record charges relating to restructuring costs or the impairment of assets, may not be able to collect receivables on a timely basis, and our business, financial condition and results of operations could be materially adversely affected.

Our business is significantly dependent on our ability to retain our current key personnel, to attract new personnel, and to manage staff attrition.

Our future success depends to a significant extent on the continued services of our senior management team. The loss of the services of any member of our senior management team could have a material and adverse effect on our business, results of operations and financial condition. We cannot assure you that we would be able to successfully recruit and integrate newly-hired senior managers who would work together successfully with our existing management team.

We may be unable to attract, integrate or retain other highly qualified employees in the future. If our retention efforts are ineffective, employee turnover could increase and our ability to provide services to our customers would be materially and adversely affected. Furthermore, the requirement to expense stock options may discourage us from granting the size or type of stock option awards that job candidates may require in order to join our company.

Any staff attrition we experience, whether initiated by the departing employees or by us, could place a significant strain on our managerial, operational, financial and other resources. To the extent that we do not initiate or seek any staff attrition that occurs, there can be no assurance that we will be able to identify and hire adequate replacement staff promptly, if at all, and even that if such staff is replaced, we will be successful in integrating these employees. In addition, we may not be able to outsource certain functions. We expect to evaluate our needs and the performance of our staff on a periodic basis, and may choose to make adjustments in the future. If the size of our staff is significantly reduced, either by our choice or otherwise, it may become more difficult for us to manage existing, or establish new, relationships with customers and other counter-parties, or to expand and improve our service offerings. It may also become more difficult for us to implement changes to our business plan or to respond promptly to opportunities in the marketplace. Further, it may become more difficult for us to devote personnel resources necessary to maintain or improve existing systems, including our financial and managerial controls, billing systems, reporting systems and procedures. Thus, any significant amount of staff attrition could cause our business and financial results to suffer. We may be unsuccessful in expanding our operations internationally, which could adversely affect our results of operations.

During the past decade, we have completed acquisitions outside the United States. We have also continued to invest in expansion of operations in the United Kingdom, Germany, the Netherlands and other countries in Europe, Israel, Japan, Australia and the broader Asia-Pacific region. Our ability to continue our international expansion involves various risks, including the possibility that returns on such investments will not be achieved in the near future, or ever,

and the difficulty of competing in markets with which we are unfamiliar.

Our international operations may also fail due to other risks inherent in foreign operations, including:

- varied, unfamiliar and unclear legal and regulatory restrictions, including different legal and regulatory standards applicable to Internet services, communications, privacy, and data protection;

- difficulties in staffing and managing foreign operations;

- differing intellectual property laws that may not provide sufficient protection for our intellectual property;

- adverse tax consequences;

• difficulty in addressing country-specific business requirements and regulations;

• fluctuations in currency exchange rates;

• strains on financial and other systems to properly administer VAT and other taxes; and

• legal, compliance, political or systemic restrictions on the ability of United States companies to do business in foreign countries.

Our current and any future international expansion plans will require management attention and resources and may be unsuccessful. We may find it impossible or prohibitively expensive to continue expand internationally or we may be unsuccessful in our attempt to do so, and our results of operations could be adversely impacted.

If we do not successfully integrate past or potential future acquisitions, our business could be adversely impacted.

We have made several acquisitions during the past decade, including three in 2014 and three in 2012. In November 2014, we acquired “CAO!”, a software company with a cloud-based platform that instantly connects consumers with businesses through instant messaging, text messaging, chat, social media and video over the internet for consumer-to-business sales conversions. In June 2014, we acquired Synchronite LLC, a German based start-up that provides co-browsing technology. In March 2014, we acquired NexGraph, LLC, a company focused on analytic solutions. In November 2012, we acquired Engage, Pty Ltd, an Australia-based provider of hosted voice solutions and reseller of LivePerson online engagement solutions. In June 2012, we acquired LookIO, Inc., a United States provider of mobile chat technology. In May 2012, we acquired certain assets of Amadesa, Ltd., an Israeli-based website analytics company. In the future, we may acquire or invest in complementary companies, products or technologies.

Acquisitions and investments involve numerous risks to us, including:

• difficulties in integrating operations, technologies, products and personnel with LivePerson;

• diversion of financial and management resources from efforts related to the LivePerson services or other pre-existing operations;

• risks of entering new markets beyond providing real-time sales, marketing and customer service solutions for companies doing business online;

• potential loss of either our existing key employees or key employees of any companies we acquire; and

• our inability to generate sufficient revenue following an acquisition to offset acquisition or investment costs.

These difficulties could disrupt our ongoing business, expose us to unexpected costs, distract our management and employees, increase our expenses and adversely affect our results of operations. Furthermore, we may incur debt or issue equity securities to pay for any future acquisitions. The issuance of equity securities could be dilutive to our existing stockholders.

Failures or security breaches in our services or systems, those of our third party providers, or in the websites of our customers, including those resulting from cyber attacks, security vulnerabilities, defects or errors, could harm our business.

While we continue to expand our focus on this issue and are taking measures to safeguard our services from cybersecurity threats, computing device capabilities, cyber attacks and other security incidents continue to evolve in sophistication and frequency. This evolution enables more data and processes, such as mobile computing and mobile payments, and it increases the risk that cyber attacks and other security incidents will occur. Our security measures may also be breached due to the intentional acts of outside third parties, employee malfeasance, error, or otherwise, allowing an unauthorized third party to gain access to our data, our users’ data or our customers’ data, including but not limited to individual personal information and financial credit or debit card data. Because the techniques used to obtain unauthorized access, attack, disable or degrade services, or sabotage systems, are constantly evolving in sophisticated ways to avoid detection, it may be difficult for us to anticipate or identify these techniques or to implement adequate security measures in our services and systems to prevent them. A significant cyber attack or other security incident involving our, our service providers’ or our customers’ systems could result in material harm to our brand and reputation, our ability to deliver our services or retain customers, and expose us to lawsuits, regulatory investigations, and significant damages, fines or penalties.

In addition, our customers may authorize third party access to their customer data located in our cloud environment.

Because we do not control the transmissions between customer authorized third parties, or the processing of such data by customer authorized third parties, we cannot ensure the integrity or security of such transmissions or processing.

Because our services are responsible for critical communication between our customers and consumers, any security failures, defects or errors in our components, materials or software or those used by our customers could have an adverse impact on us, on our customers and on the end users of their websites. Such adverse impact could include a decrease in demand for our services, damage to our reputation and to our customer relationships, and other financial liability or harm to our business.

We may be liable if third parties access or misappropriate confidential or personal data from our systems or services.

The dialogue transcripts of the text-based chats and email interactions between our customers and Internet users may include personal data, such as contact and demographic information. Although we employ and continually test and update our security measures to protect this information from unauthorized access, it is still possible that our security measures could be breached and such a breach could result in unauthorized access to our customers' data or our data, including our intellectual property and other confidential business information. Because the techniques employed by hackers to obtain unauthorized access or to sabotage systems change frequently and are becoming more sophisticated in circumventing security measures and avoiding detection, we may be unable to anticipate all techniques or to implement adequate preventative measures. Any security breach could result in disclosure of our trade secrets or disclosure of confidential customer, supplier or employee data. If third parties were able to penetrate our network security or otherwise misappropriate personal data relating to our customers' Internet users or the text of customer service inquiries, our competitive position may be harmed and we could be subject to liability. In the event of a security incident, we could be liable for compliance with a myriad of breach notification laws at the state, federal and international level, which may cause business disruption and extensive notification costs, and could lead to penalties, government investigations and lawsuits for compliance failures. We may as a result of a security incident be deemed out of compliance with United States federal and state laws, international laws, or contractual commitments, and we may be subject to government investigations, lawsuits, fines, criminal penalties, statutory damages, and other costs to respond to breach or security incidents, which could have a material adverse effect on our business, results of operations and financial condition. We may incur significant costs to protect against the threat of security breaches or to mitigate the harm and alleviate problems caused by such breaches. Furthermore, certain software and services that we use to operate our business are hosted and/or operated by third parties or integrated with our systems. If these services were to be interrupted or their security breached, our business operations could be similarly disrupted and we could be exposed to liability and costly investigations or litigation. The need to physically secure and securely transmit and store confidential information online has historically been a significant barrier to e-commerce and online communications and will accelerate as a consumer and regulatory focus and concern. Any publicized compromise of security could deter people from using online services such as the ones we offer or from using them to conduct transactions, which involve transmitting confidential information. Because our success depends on the general acceptance and reputation of our services and electronic commerce, we may incur significant costs to protect against the threat of security breaches or to alleviate problems caused by these breaches.

We are dependent on technology systems and third-party content that are beyond our control.

The success of our services depends in part on our customers' online services as well as the Internet connections of visitors to websites, both of which are outside of our control. As a result, it may be difficult to identify the source of problems if they occur. In the past, we have experienced problems related to connectivity which has resulted in slower than normal response times to Internet user chat requests and messages and interruptions in service. Our services rely both on the Internet and on our connectivity vendors for data transmission. Therefore, even when connectivity problems are not caused by our services, our customers or Internet users may attribute the problem to us. This could diminish our brand and harm our business, divert the attention of our technical personnel from our product development efforts or cause significant customer relations problems.

In addition, we rely in part on third-party service providers and other third parties for various services, including, but not limited, to Internet connectivity and network infrastructure hosting, security and maintenance. These providers may experience problems that result in slower than normal response times and/or interruptions in service. If we are unable to continue utilizing the third-party services that support our web hosting and infrastructure or if our services experience interruptions or delays due to third party providers, our reputation and business could be harmed.

We also rely on the security of our third party providers to protect our proprietary information and information of our customers. Information technology system failures, including a breach of our or our third party providers' data security, could disrupt our ability to function in the normal course of business by potentially causing, among other things, an unintentional disclosure of customer information. Additionally, despite our security procedures or those of our third party providers, information systems may be vulnerable to threats such as computer hacking, cyber-terrorism or other unauthorized attempts by third parties to access, obtain, modify or delete our or our customers' data. Any such breach could have a material adverse effect on our operating results and our reputation as a provider of business collaboration and communications solutions and could subject us to significant penalties and negative publicity, as

well as government investigations and claims for damages or injunctive relief under state, federal and foreign laws. We also depend on third parties for hardware and software, and our consumer services depend on third parties for content. Such products and content could contain defects or inaccurate information. Problems arising from our use of such hardware or software or third party content could require us to incur significant costs or divert the attention of our technical or other personnel from our product development efforts or to manage issues related to content. To the extent any such problems require us to replace such hardware or software we may not be able to do so on acceptable terms, if at all.

Privacy concerns relating to the Internet could result in new legislation, negative public perception and/or user behavior that negatively affect our business.

We collect data from live online Internet user dialogues and enable our customers to capture and save information about their Internet user interactions. To the extent that additional legislation regarding Internet user privacy is enacted, such as legislation governing the collection and use of information regarding Internet users through the use of cookies or similar technologies, the effectiveness of the LivePerson services could be impaired by restricting us from collecting or using information which may be valuable to our customers and/or exposing us to lawsuits or regulatory investigations. The foregoing could have a material adverse effect our business, results of operations and financial condition.

In addition, privacy concerns may cause Internet users to avoid online sites that collect various forms of data, such as behavioral information and even the perception of security and privacy concerns, whether or not valid, may indirectly inhibit market acceptance of our services. In addition, we or our customers may be harmed by any laws or regulations that restrict the ability to collect, transmit or use this data. The European Union and many countries within the European Union have adopted privacy directives or laws that are often more strict than those in the United States. In the United States federal and state governments have also adopted legislation, rules and regulations which govern the collection, use, storage and protection of personal information and other data from online users. For instance, the United States Federal Trade Commission has also taken action against website operators who do not comply with their stated privacy policies. Furthermore, other foreign jurisdictions have adopted legislation governing the collection, use, storage and protection of personal information. These and other governmental or industry efforts are greatly expanding and may limit our or our customers' ability to collect and use information about their interactions with their Internet users through our services. Further, many governments are expanding laws that may give consumers or customers the right to access, modify and delete data that we or our customer's hold as part of our business operations. Worldwide data privacy and security laws are in a state of flux, and their precise applicability and interpretation will continue to be developing by agencies and courts. As a result, such laws, regulations and efforts could create uncertainty in the marketplace that could reduce demand for our services or increase the cost of doing business as a result of litigation or regulatory costs or increased service delivery costs, or could in some other manner have a material adverse effect on our business, results of operations and financial condition.

We may be subject to legal liability and/or negative publicity for the services provided to consumers via our technology platforms.

Our technology platforms enable representatives of our customers as well as individual service providers to communicate with consumers and other persons seeking information or advice on the Internet. The law relating to the liability of online platform providers such as us for the activities of users of their online platforms is often challenged in the United States and internationally. We may be unable to prevent users of our technology platforms from providing negligent, unlawful or inappropriate advice, information or content via our technology platforms, or from behaving in an unlawful manner, and we may be subject to allegations of civil or criminal liability for negligent, fraudulent, unlawful or inappropriate activities carried out by users of our technology platforms.

Claims could be made against online services companies under both United States and foreign law such as fraud, defamation, libel, invasion of privacy, negligence, data breach, copyright or trademark infringement, or other theories based on the nature and content of the materials disseminated by users of our technology platforms. In addition, domestic and foreign legislation has been proposed that could prohibit or impose liability for the transmission over the Internet of certain types of information. Our defense of any of these actions could be costly and involve significant time and attention of our management and other resources.

The Digital Millennium Copyright Act, or DMCA, is intended, among other things, to reduce the liability of online service providers for listing or linking to third party web properties that include materials that infringe copyrights or rights of others. Additionally, portions of The Communications Decency Act, or CDA, are intended to provide statutory protections to online service providers who distribute third party content. A safe harbor for copyright infringement is also available under the DMCA to certain online service providers that provide specific services, if the providers take certain affirmative steps as set forth in the DMCA. Important questions regarding the safe harbor under the DMCA and the CDA have yet to be litigated, and we cannot guarantee that we will meet the safe harbor requirements of the DMCA or of the CDA. If we are not covered by a safe harbor, for any reason, we could be exposed to claims, which could be costly and time-consuming to defend.

Our consumer service allows consumers to provide feedback regarding service providers. Although all such feedback is generated by users and not by us, claims of defamation or other injury could be made against us for content posted on our websites. Our liability for such claims may be higher in jurisdictions outside the United States where laws governing Internet transactions are unsettled.

If we become liable for information provided by our users and carried via our service in any jurisdiction in which we operate, we could be directly harmed and we may be forced to implement new measures to reduce our exposure to this liability. In addition, the increased attention focused upon liability issues as a result of these lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business.



In addition, negative publicity and user sentiment generated as a result of fraudulent or deceptive conduct by users of our technology platforms could damage our reputation, reduce our ability to attract new users or retain our current users, and diminish the value of our brand.

In the future, we may be required to spend substantial resources to take additional protective measures or discontinue certain service offerings, either of which could harm our business. Any costs incurred as a result of potential liability relating to the sale of unlawful services or the unlawful sale of services could harm our business.

In addition to privacy legislation, any new legislation or regulation regarding the Internet, software sales or export and/or the cloud or Software-as-a-Service industry, and/or the application of existing laws and regulations to the Internet, software sales or export and/or the cloud or Software-as-a-Service industry could create new legal or regulatory burdens on our business that could have a material adverse effect on our business, results of operations and financial condition. Additionally, as we operate outside the United States, the international regulatory environment relating to the Internet, software sales or export, and/or the Software-as-a-Service industry could have a material adverse effect on our business, results of operations and financial condition.

Our products and services may infringe upon intellectual property rights of third parties and any infringement could require us to incur substantial costs and may distract our management.

We are subject to the risk of claims alleging infringement of third-party proprietary rights against us or against our customers for use of our products. Certain of our customer contracts contain indemnification obligations requiring us to indemnify our customers from certain claims arising from the use of our services. Substantial litigation regarding intellectual property rights exists in the software industry. In the ordinary course of our business, our services and/or our customers' use of our services may be increasingly subject to third-party infringement claims as claims by non-practicing entities become more prevalent and the number of competitors in our industry segment grows and the functionality of services in different industry segments overlaps. Some of our competitors in the market for real-time sales, marketing and customer service solutions or other third parties may have filed or may intend to file patent applications covering aspects of their technology. Any claims alleging infringement of third-party intellectual property rights could require us to spend significant amounts in litigation (even if the claim is invalid), distract management from other tasks of operating our business, pay substantial damage awards, prevent us from selling our products, delay delivery of the LivePerson services, require the development of non-infringing software, technology, business processes, systems or other intellectual property (none of which might be successful), or limit our ability to use the intellectual property that is the subject of any of these claims, unless we enter into license agreements with the third parties (which may be costly, unavailable on commercially reasonable terms, or not available at all). Therefore, such claims could have a material adverse effect on our business, results of operations, cash flows and financial condition. Our business and prospects would suffer if we are unable to protect and enforce our intellectual property rights.

Our success and ability to compete depend, in part, upon the protection of our intellectual property rights relating to the technology underlying the LivePerson services. It is possible that:

- any issued patent or patents issued in the future may not be broad enough to protect our intellectual property rights;
- any issued patent or any patents issued in the future could be successfully challenged by one or more third parties, which could result in our loss of the right to prevent others from exploiting the inventions claimed in the patents;
- current and future competitors may independently develop similar technologies, duplicate our services or design around any patents we may have; and

effective intellectual property protection may not be available in every country in which we do business, where our services are sold or used, where the laws may not protect proprietary rights as fully as do the laws of the United States or where enforcement of laws protecting proprietary rights is not common or effective.

Further, to the extent that the invention described in any United States patent was made public prior to the filing of the patent application, we may not be able to obtain patent protection in certain foreign countries. We also rely upon copyright, trade secret, trademark and other common law in the United States and other jurisdictions, as well as confidentiality procedures and contractual provisions, to protect our proprietary technology, processes and other intellectual property. Any steps we might take may not be adequate to protect against infringement and misappropriation of our intellectual property by third parties. Similarly, third parties may be able to independently develop similar or superior technology, processes or other intellectual property. Third parties may register marks that are confusingly similar to the trademarks or services marks that we have used in the United States and our failure to

monitor foreign registrations or mark usage may impact our rights in certain trademarks or services marks. Policing unauthorized use of our services and intellectual property rights is difficult, and we cannot be certain that the steps we have taken will prevent misappropriation of our technology or intellectual property rights, particularly in foreign countries where we do business, where our services are sold or used, where the laws may not protect proprietary rights as fully as do the laws of the United States or where enforcement of laws protecting proprietary rights is not common or effective. The unauthorized reproduction or other misappropriation of our intellectual property rights could enable third parties to benefit from our technology

without paying us for it. If this occurs, our business, results of operations and financial condition could be materially and adversely affected. In addition, disputes concerning the ownership or rights to use intellectual property could be costly and time-consuming to litigate, may distract management from operating our business and may result in our loss of significant rights.

Technological or other defects could disrupt or negatively impact our services, which could harm our business and reputation.

We face risks related to the technological capabilities of our services. We expect the number of interactions between our customers' operators and Internet users over our system to increase significantly as we expand our customer base. Our network hardware and software may not be able to accommodate this additional volume. Additionally, we must continually upgrade our software to improve the features and functionality of our services in order to be competitive in our markets. If future versions of our software contain undetected errors, our business could be harmed. If third-party content is flawed, our business could be harmed. As a result of software upgrades at LivePerson, our customer sites have, from time to time, experienced slower than normal response times and interruptions in service. If we experience system failures or degraded response times, our reputation and brand could be harmed. We may also experience technical problems in the process of installing and initiating the LivePerson services on new web hosting services. These problems, if not remedied, could harm our business.

Our services also depend on complex software which may contain defects, particularly when we introduce new versions onto our servers. We may not discover software defects that affect our new or current services or enhancements until after they are deployed. It is possible that, despite testing by us, defects may occur in the software. These defects could result in:

- damage to our reputation;
- lost sales;
- delays in or loss of market acceptance of our products; and
- unexpected expenses and diversion of resources to remedy errors.

The non-payment or late payment of amounts due to us from a significant number of customers may negatively impact our financial condition or make it difficult to forecast our revenues accurately.

During 2014, we increased our allowance for doubtful accounts by \$0.1 million to approximately \$1.3 million, principally due to an increase in accounts receivable as a result of increased sales. A large proportion of receivables are due from larger corporate customers that typically have longer payment cycles. During 2013, we increased our allowance for doubtful accounts by \$0.5 million to approximately \$1.2 million, principally due to an increase in accounts receivable as a result of increased sales. As a result of increasingly long payment cycles, we have faced increased difficulty in predicting our operating results for any given period, and have experienced significant unanticipated fluctuations in our revenues from period to period. Any failure to achieve anticipated revenues in a period could cause our stock price to decline.

Our services are subject to payment-related risks.

For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower our profit margins. We rely on third parties to provide payment processing services, including the processing of credit cards, debit cards and it could disrupt our business if these companies become unwilling or unable to provide these services to us. We are also subject to payment card association operating rules, certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from our customers or facilitate other types of online payments, and our business and operating results could be adversely affected.

Through our consumer-facing platform, we facilitate online transactions between individual service providers who provide online advice and information to consumers. In connection with these services, we accept payments using a variety of methods, such as credit card, debit card and PayPal. These payments are subject to "chargebacks" when consumers dispute payments they have made to us. Chargebacks can occur whether or not services were properly provided. Susceptibility to chargebacks puts a portion of our revenue at risk. We take measures to manage our risk relative to chargebacks and to recoup properly charged fees, however, if we are unable to successfully manage this

risk our business and operating results could be adversely affected. As we offer new payment options to our users, we may be subject to additional regulations, compliance requirements, and fraud.

We are also subject to a number of other laws and regulations relating to money laundering, international money transfers, privacy and information security and electronic fund transfers. If we were found to be in violation of applicable laws or regulations, we could be subject to civil and criminal penalties or forced to cease our payments services business.

Delays in our implementation cycles could have an adverse effect on our results of operations.

Certain of our products require some implementation services, including but not limited to, training our customers.

We have historically experienced a lag between signing a customer contract and recognizing revenue from that customer. Although

this lag has typically ranged from 30 to 90 days, it may take more time between contract signing and recognizing revenue in certain situations. If we experience delays in implementation or do not meet project milestones in a timely manner, we could be obligated to devote more customer support, engineering and other resources to a particular project. If new or existing customers cancel or have difficulty deploying our products or require significant amounts of our professional services, support, or customized features, revenue recognition could be canceled or delayed and our costs could increase, which could negatively impact our operating results.

In the past, we have experienced losses, we had an accumulated deficit of \$92.6 million as of December 31, 2014 and we may incur losses in the future.

We have in the past incurred, and we may in the future, incur losses and experience negative cash flow, either or both of which may be significant. We recorded net losses from inception through the year ended December 31, 2003. We recorded net income for the years ended December 31, 2004 through 2007 and 2009 through 2012, while we recorded net losses for the years ended December 31, 2008, 2013 and 2014.

We recorded a net loss of \$7.3 million for the year ended December 31, 2014. As of December 31, 2014, our accumulated deficit was approximately \$92.6 million. We cannot assure you that we can sustain or increase profitability on a quarterly or annual basis in the future. Failure to maintain profitability may materially and adversely affect the market price of our common stock.

With the recent volatility in the capital markets, there is a risk that we could suffer a loss of principal in our cash and cash equivalents and short term investments and suffer a reduction in our interest income or in our return on investments.

As of December 31, 2014, we had \$49.4 million in cash and cash equivalents. We regularly invest excess funds from our cash and cash equivalents in short-term money market funds. We currently hold no mortgaged-backed or auction rate securities. However, some of our investments are subject to general credit, liquidity, market and interest rate risks, which may be exacerbated by the ongoing uncertainty in the United States and global credit markets that have affected various sectors of the financial markets and caused global credit and liquidity issues. In the future, these market risks associated with our investment portfolio may harm the results of our operations, liquidity and financial condition. Although we believe we have chosen a more cautious portfolio designed to preserve our existing cash position, it may not adequately protect the value of our investments. Furthermore, this more cautious portfolio is unlikely to provide us with any significant interest income in the near term.

Capital needs necessary to execute our business strategy could increase substantially and we may not be able to secure additional financing to execute this strategy.

To the extent that we require additional funds to support our operations or the expansion of our business, or to pay for acquisitions, we may need to sell additional equity, issue debt or convertible securities or obtain credit facilities through financial institutions. In the past, we have obtained financing principally through the sale of preferred stock, common stock and warrants. If additional funds are raised through the issuance of debt or preferred equity securities, these securities could have rights, preferences and privileges senior to holders of common stock, and could have terms that impose restrictions on our operations. If additional funds are raised through the issuance of additional equity or convertible securities, our stockholders could suffer dilution. We cannot assure you that additional funding, if required, will be available to us in amounts or on terms acceptable to us. If sufficient funds are not available or are not available on acceptable terms, our ability to fund any potential expansion, take advantage of acquisition opportunities, develop or enhance our services or products, or otherwise respond to competitive pressures would be significantly limited. Those limitations would materially and adversely affect our business, results of operations, cash flows and financial condition.

We cannot assure our stockholders that our current or future stock repurchase programs will enhance/has enhanced long-term stockholder value and stock repurchases could increase the volatility of the price of our common stock and will diminish our cash reserves.

On December 10, 2012, the Company's Board of Directors approved a stock repurchase program through June 30, 2014. Under the stock repurchase program, the Company is authorized to repurchase shares of its common stock, in the open market or privately negotiated transactions, at times and prices considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations. On March 13, 2014, the Company's Board of Directors increased the aggregate purchase price limit of the stock repurchase program from

\$30.0 million to \$40.0 million. On July 23, 2014, the Company's Board of Directors extended the expiration date of the program out to December 31, 2014 and also increased the aggregate purchase price limit of the stock repurchase program from \$40.0 million to \$50.0 million. On March 5, 2015, the Company's Board of Directors extended the expiration date of the program out to December 31, 2016. The timing and actual number of shares repurchased depend on a variety of factors including the timing of open trading windows, price, corporate and regulatory requirements, and other market conditions. The program may be suspended or discontinued at any time without prior notice. Repurchases pursuant to our stock repurchase program could affect our stock price and increase its volatility. The existence of a stock repurchase program could also cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Additionally, our stock repurchase program will diminish our cash reserves, which could impact

our ability to pursue possible future strategic opportunities and acquisitions and could result in lower overall returns on our cash balances. There can be no assurance that any stock repurchases will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased shares of stock. Although our stock repurchase program is intended to enhance long-term stockholder value, short-term stock price fluctuations could reduce the program's effectiveness. As of December 31, 2014, approximately \$10.3 million remained available for purchase under the program.

Failure to license necessary third party software for use in our products and services, or failure to successfully integrate third party software, could cause delays or reductions in our sales, or errors or failures of our service. We license third party software that we plan to incorporate into our products and services. In the future, we might need to license other software to enhance our products and meet evolving customer requirements. These licenses may not continue to be available on commercially reasonable terms or at all. Some of this technology could be difficult to replace once integrated. The loss of, or inability to obtain, these licenses could result in delays or reductions of our applications until we identify, license and integrate or develop equivalent software, and new licenses could require us to pay higher royalties. If we are unable to successfully license and integrate third party technology, we could experience a reduction in functionality and/or errors or failures of our products, which may reduce demand for our products and services.

Third-party licenses may expose us to increased risks, including risks associated with the integration of new technology, the impact of new technology integration on our existing technology, open source software disclosure risks, the diversion of resources from the development of our own proprietary technology, and our inability to generate revenue from new technology sufficient to offset associated acquisition and maintenance costs. We believe our reported financial results may be adversely affected by changes in accounting principles generally accepted in the United States.

Accounting principles generally accepted in the United States are subject to interpretation by the FASB, the American Institute of Certified Public Accountants, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results, and could affect the reporting of transactions completed before the announcement of a change.

Our reputation depends, in part, on factors which are partially or entirely outside of our control.

Our services typically appear under the LivePerson brand or as a LivePerson-branded icon on our customers' websites. The customer service operators who respond to the inquiries of our customers' Internet users are employees or agents of our customers; they are not our employees. The experts who respond to the inquiries of Internet users are independent consultants or agents of our customers; they are not our employees. As a result, we are not able to control the actions of these operators or experts. In addition, an Internet user may not know that the operator or expert is not a LivePerson employee. If an Internet user were to have a negative experience in a LivePerson-powered real-time dialogue, it is possible that this experience could be attributed to us, which could diminish our brand and harm our business. Finally, we believe the success of our business services is aided by the prominent placement of the chat icon on a customer's website, over which we also have no control.

Our products are complex, and errors, failures or "bugs" may be difficult to correct.

Our products are complex, integrating hardware, software and elements of a customers' existing infrastructure. Despite quality assurance testing conducted prior to the release of our products our software may contain "bugs" that are difficult to detect and fix. Any such issues could interfere with the expected operation of a solution, which might negatively impact customer satisfaction, reduce sales opportunities or affect gross margins. Depending upon the size and scope of any such issue, remediation may have a negative impact on our business. Our inability to cure an application or product defect, should one occur, could result in the failure of an application or product line, damage to our reputation, litigation and/or product reengineering expenses. Our insurance may not cover or may be insufficient to cover expenses associated with such events.

Because we recognize revenue from subscriptions for our service over the term of the subscription, declines in business may not be immediately reflected in our operating results.

We generally recognize revenue from customers ratably over the terms of their subscription agreements, which are typically 12 or more months. As a result, much of the revenue we report in each quarter is the result of subscription agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions or

cancellations of existing subscriptions in any one quarter may not be reflected in our revenue results for that quarter. Any such decline, however, could negatively affect our revenue in future quarters. Our subscription model also means that revenue from new customers is generally recognized over the applicable subscription term, rather than instantaneously.



Our sales cycles can be lengthy, and timing of sales can be difficult to predict.

The sales cycle for our products can be several months or more and varies substantially from customer to customer. Because we sell complex, integrated solutions, it can take many months to close sales as customers evaluate our product offering and define their requirements. Our multi-product offering and the increasingly complex needs of our customers can contribute to a longer sales cycle. Consequently, we are not always able to precisely predict the quarter in which expected sales will occur. In addition, historically a large portion of our revenue has derived from large orders from large clients. Consequently, delays in the closing of sales, especially from large clients, could have a material impact on the timing of revenue and results of operations.

Political, economic and military conditions in Israel could negatively impact our Israeli operations

Our product development staff, help desk and online sales support operations are located in Israel. As of December 31, 2014, we had 419 full-time employees in Israel. Although substantially all of our sales to date have been made to customers outside Israel, we are directly influenced by the political, economic and military conditions affecting Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have taken place between Israel and its neighboring countries. Any hostilities involving Israel or the interruption or curtailment of trade between Israel and its trading partners could adversely affect our operations and results of operations. During the summer of 2006, Israel was engaged in an armed conflict with Hezbollah, a Lebanese Islamist Shiite militia group and political party, and since March 2011, there has been a civil war in Syria, Israel's neighboring country to the north. Occasionally, violence from Syria has spilled over across Israel's border, and Israel has responded militarily several times since the onset of the civil war. During November 2012 and July 2014, Israel was engaged in an armed conflict with Hamas, a militia group and political party which controls the Gaza Strip. These conflicts involved missile strikes against civilian targets in various parts of Israel, including areas in which our employees are located, and negatively affected business conditions in Israel. Any armed conflicts, terrorist activities or political instability in the region could adversely affect business conditions and could harm our results of operations.

Parties with whom we do business may sometimes decline to travel to Israel during periods of heightened unrest or tension, forcing us to make alternative arrangements when necessary in order to meet our business partners face to face. In addition, the political and security situation in Israel may result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to perform their commitments under those agreements pursuant to force majeure provisions in such agreements.

Recent popular uprisings in various countries in the Middle East and northern Africa are affecting the political stability of those countries. This instability may lead to deterioration of the political and trade relationships that exist between the State of Israel and these countries, as well as potentially affecting the global economy and marketplace through changes in oil and gas prices. In addition, Iran has publicly threatened to attack Israel and is widely believed to be developing nuclear weapons. Iran is also believed to have a strong influence among extremist groups in the region, such as Hamas in the Gaza Strip and Hezbollah in Lebanon. This situation may potentially escalate in the future to violent events which may negatively affect Israel.

Our commercial insurance may not cover losses that could occur as a result of events associated with the security situation in the Middle East. Any losses or damages incurred by us could have a material adverse effect on our business. Armed conflicts or political instability in the region could negatively affect our business and could harm our results of operations.

Furthermore, several countries, principally in the Middle East, restrict doing business with Israeli companies and other companies that have operations in Israel, and additional countries may impose restrictions on doing business with Israel and companies that have operations in Israel if hostilities in the region continue or intensify. Such restrictions may seriously limit our ability to sell our products to customers in those countries.

Continued hostilities between Israel and its neighbors and any future armed conflict, terrorist activity or political instability in the region could adversely affect our operations in Israel and adversely affect the market price of our common stock. Further escalation of tensions or violence might require more widespread military reserve service by some of our Israeli employees and might result in a significant downturn in the economic or financial condition of Israel, either of which could have a material adverse effect on our operations in Israel and our business.

Our business is subject to the risks of earthquakes, fires, floods and other natural catastrophic events and to interruption by man-made problems such as terrorism or computer viruses.

Our systems and operations are vulnerable to damage or interruption from earthquakes, fires, floods, hurricanes, other acts of nature, power losses, telecommunications failures, terrorist attacks, acts of war, human errors, break-ins, cyber-attacks or failures, pandemics or other public health crises, or similar events. For example, a significant natural disaster, such as an earthquake, fire or flood, could have a material adverse impact on our business, operating results and financial condition, and our insurance coverage may be insufficient to compensate us for losses that may occur. In addition, acts of terrorism could cause disruptions in our business or the economy as a whole. Our principal executive offices are located in New York City and our largest office is located in Israel, each of which regions has experienced acts of terrorism in the past. Our servers may also be vulnerable to computer viruses, break-ins, cyber-attacks or failures, and similar disruptions from unauthorized tampering with our computer systems,

which could lead to interruptions, delays, loss of critical data or the unauthorized disclosure of confidential customer data. Although we have disaster recovery capabilities, there can be no assurance that we will not suffer from business interruption as a result of any such events. As we rely heavily on our servers, computer and communications systems and the internet to conduct our business and provide high quality service to our customers, such disruptions could negatively impact our ability to run our business, result in loss of existing or potential customers and increased expenses, and/or have an adverse effect on our reputation and the reputation of our products and services, any of which would adversely affect our operating results and financial condition.

#### Risks Related to Our Industry

Future regulation of the Internet may slow our growth, resulting in decreased demand for our services and increased costs of doing business.

State, federal and foreign regulators could adopt laws and regulations that impose additional burdens on companies that conduct business online or that adversely affect the growth or use of the Internet. For example, these laws and regulations could discourage communication by e-mail or other web-based communications, particularly targeted e-mail of the type facilitated by our services, which could reduce demand for our services. Laws or regulations that affect the use of the Internet, including but not limited to laws affecting net neutrality could also decrease demand for our services and increase our costs. Further, regulatory focus on data privacy and data security continues to expand on a worldwide basis and is becoming more complex, which will increase the risks to our business on reputational, operational, and compliance bases.

The continued growth and development of the market for online services may prompt calls for more stringent consumer protection laws or laws that will inhibit the use of Internet-based communications or the information contained in these communications or the ways in which information may be collected, stored, used and transferred in the course of providing services. The adoption of any additional laws or regulations may decrease the expansion of the Internet. A decline in the growth of the Internet, particularly as it relates to online communication, could decrease demand for our services and increase our costs of doing business, or otherwise harm our business. Any new legislation or regulations, application of laws and regulations from jurisdictions whose laws do not currently apply to our business, or application of existing laws and regulations to the Internet and other online services could increase our costs and harm our growth.

We depend on the continued viability of the infrastructure of the Internet.

To the extent that the Internet continues to experience growth in the number of users and frequency of use by consumers resulting in increased bandwidth demands, we cannot assure you that the infrastructure for the Internet will be able to support the demands placed upon it. The Internet has experienced outages and delays as a result of damage to portions of its infrastructure. Outages or delays could adversely affect online sites, email and the level of traffic on the Internet. The Internet is also subject to continued and ongoing cyber attacks and related conduct, which affect all online businesses. We also depend on Internet service providers that provide our customers and Internet users with access to the LivePerson services. In the past, users have experienced difficulties due to system failures unrelated to our service. In addition, the Internet could lose its viability due to delays in the adoption of new standards and protocols required to handle increased levels of Internet activity. Insufficient availability of telecommunications services to support the Internet also could result in slower response times and negatively impact use of the Internet generally, and our customers' sites (including the LivePerson dialogue windows) in particular. If the infrastructure of the Internet does not effectively support the growth of the Internet, we may not maintain profitability and our business, results of operations and financial condition will suffer.

We are dependent on the continued growth and acceptance of the Internet as a medium for commerce, and the related expansion of the Internet infrastructure.

We cannot be sure that a sufficiently broad base of consumers will continue to use the Internet as a medium for commerce. Convincing our customers to offer real-time sales, marketing and customer service technology may be difficult. The continuation of the Internet as a viable commercial marketplace is subject to a number of factors, including:

- continued growth in the number of users;
- concerns about transaction security or security problems such as "viruses" and "worms" or hackers;

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concerns about cybersecurity attacks or the security of confidential information online;

• continued development of the necessary technological infrastructure;

• development of enabling technologies;

• uncertain and increasing government regulation; and

• the development of complementary services and products.

## Other Risks

Our stock price has been highly volatile and may experience extreme price and volume fluctuations in the future, which could reduce the value of your investment and subject us to litigation.

Fluctuations in market price and volume are particularly common among securities of Internet and other technology companies. The market price of our common stock has fluctuated significantly in the past and may continue to be highly volatile, with extreme price and volume fluctuations, in response to the following factors, some of which are beyond our control:

- variations in our quarterly operating results;
- changes in market valuations of publicly-traded companies in general and Internet and other technology companies in particular;
- our announcements of significant customer contracts, acquisitions and our ability to integrate these acquisitions, strategic partnerships, joint ventures or capital commitments;
- our failure to complete significant sales;
- additions or departures of key personnel;
- future sales of our common stock;
- changes in financial estimates by securities analysts; and
- terrorist attacks against the United States, in Israel, the United Kingdom, or other locations where we operate; and/or the engagement in hostilities or an escalation of hostilities by or against the United States, Israel, the United Kingdom or other locations where we operate, or the declaration of war or national emergency by the United States, Israel, the United Kingdom or other locations where we operate.

In the past, companies that have experienced volatility in the market price of their stock have been the subject of securities class action litigation. We may in the future be the target of similar litigation, which could result in substantial costs and distract management from other important aspects of operating our business.

Our common stock is traded on more than one market and this may result in price variations.

Shares of our common stock are currently traded on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange (“TASE”). Trading in our common stock on these markets takes place in different currencies (U.S. dollars on the NASDAQ and New Israeli Shekels on the TASE), and at different times (resulting from different time zones, different trading days and different public holidays in the United States and Israel). The trading prices of our common stock on these two markets may differ due to these and other factors. Any decrease in the trading price of our common stock on one of these markets could cause a decrease in the trading price of our common stock on the other market. Differences in trading prices on the two markets could negatively impact our trading price.

Our stockholders who each own greater than five percent of the outstanding common stock and our named executive officers and directors will be able to influence matters requiring a stockholder vote.

Our stockholders who each own greater than five percent of the outstanding common stock and their affiliates, and our named executive officers and directors, in the aggregate, and as of December 31, 2014, beneficially own approximately 48% of our outstanding common stock. As a result, these stockholders, if acting together, will be able to significantly influence all matters requiring approval by our stockholders, including the election of directors and approval of significant corporate transactions. This concentration of ownership could also have the effect of delaying or preventing a change in control.

Future sale of shares of our common stock may negatively affect our stock price.

If we or our stockholders sell substantial amounts of our common stock, including shares issuable upon the exercise of outstanding options and warrants in the public market, or if our stockholders are perceived by the market as intending to sell substantial amounts of our common stock, the market price of our common stock could fall. These sales also might make it more difficult for us to sell equity securities in the future at a time and price that we deem appropriate. No prediction can be made as to the effect, if any, that market sales of our common stock will have on the market price of our common stock.

Anti-takeover provisions in our charter documents and Delaware law may make it difficult for a third party to acquire us.

Provisions of our amended and restated certificate of incorporation, such as our staggered Board of Directors, the manner in which director vacancies may be filled and provisions regarding the calling of stockholder meetings, could

make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. In addition, provisions of our amended and restated bylaws, such as advance notice requirements for stockholder proposals, and applicable provisions of Delaware law, such as the application of business combination limitations, could impose similar difficulties. Further, provisions of our amended

and restated certificate of incorporation relating to directors, stockholder meetings, limitation of director liability, indemnification and amendment of the certificate of incorporation and bylaws may not be amended without the affirmative vote of not less than 66.67% of the outstanding shares of our capital stock entitled to vote generally in the election of directors (considered for this purpose as a single class) cast at a meeting of our stockholders called for that purpose. Our amended and restated bylaws may not be amended without the affirmative vote of at least 66.67% of our Board of Directors or without the affirmative vote of not less than 66.67% of the outstanding shares of our capital stock entitled to vote generally in the election of directors (considered for this purpose as a single class) cast at a meeting of our stockholders called for that purpose.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We currently lease approximately 37,000 square feet at our headquarters location in New York City, under a lease expiring in April 2020. We also lease office space of approximately 9,000 square feet in Atlanta, under a lease expiring in November 2015; approximately 5,250 square feet in San Francisco under a lease expiring in January 2019; and approximately 1,800 square feet in Santa Monica under a lease expiring in November 2015.

Two of our wholly-owned subsidiaries, LivePerson Ltd. (formerly HumanClick Ltd.) and Kasamba, Ltd., maintain offices in Raanana, Israel of approximately 68,000 square feet, under leases expiring in December 2015.

Our wholly-owned subsidiary, LivePerson (UK) Ltd. maintains offices in Reading, United Kingdom of approximately 7,300 square feet, under a lease expiring in May 2019. We also maintain an office of approximately 1,700 square feet in London, United Kingdom under an agreement expiring in January 2017.

Our wholly-owned subsidiary, LivePerson Netherlands B.V. maintains offices in Amsterdam, Netherlands of approximately 1,000 square feet, under a lease expiring in March 2015.

Our wholly-owned subsidiary, Engage Pty, Ltd. maintains offices in Melbourne, Australia of approximately 11,500 square feet, under a lease expiring in March 2016.

Our recent acquisition, Contact At Once!, LLC (“CAO!”), maintains an office in Alpharetta, GA of approximately 18,500 square feet under a lease expiring in August 2016.

We also lease space for our primary and back-up hosting facilities at separate locations in the continental United States and Europe.

We believe that our properties are in good condition, are well maintained and are suitable and adequate to carry on our operations for the foreseeable future.

Item 3. Legal Proceedings

We routinely assess all of our litigation and threatened litigation as to the probability of ultimately incurring a liability, and record our best estimate of the ultimate loss in situations where we assess the likelihood of loss as probable.

From time to time, we are involved in or subject to legal, administrative and regulatory proceedings, claims, demands and investigations arising in the ordinary course of business, including direct claims brought by or against us with respect to intellectual property, contracts, employment and other matters, as well as claims brought against our customers for whom we have a contractual indemnification obligation. We accrue for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. In addition, in the event we determine that a loss is not probable, but is reasonably possible, and it becomes possible to develop what we believe to be a reasonable range of possible loss, then we will include disclosures related to such matter as appropriate and in compliance with ASC 450. The accruals or estimates, if any, resulting from the foregoing analysis, are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, we will, as applicable, adjust the accrual in the period the determination is made, disclose an estimate of the additional loss or range of loss, indicate that the estimate is immaterial with respect to our financial statements as a whole or, if the amount of such adjustment cannot be reasonably estimated, disclose that an estimate cannot be made.

From time to time, third parties assert claims against us regarding intellectual property rights, privacy issues and other matters arising out of the ordinary course of business. Although we cannot be certain of the outcome of any litigation

or the disposition of any claims, nor the amount of damages and exposure, if any, that we could incur, we currently believe that the final disposition of all existing matters will not have a material adverse effect on our business, results of operations, financial condition



or cash flows. In addition, in the ordinary course of our business, we are also subject to periodic threats of lawsuits, investigations and claims. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

#### Item 4. Mine Safety Disclosures

Not Applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Price Range of Common Stock

The principal United States market on which our common stock is traded is The NASDAQ Global Select Market under the symbol LPSN. Our shares of common stock are also traded on the Tel Aviv Stock Exchange.

The following table sets forth, for each full quarterly period within the two most recent fiscal years, the high and low sales prices (in U.S. dollars per share) of our common stock as reported or quoted on The NASDAQ Global Select Market:

	High	Low
Year ended December 31, 2014:		
First Quarter	\$15.00	\$11.58
Second Quarter	\$12.19	\$9.10
Third Quarter	\$10.60	\$9.47
Fourth Quarter	\$14.43	\$12.45
Year ended December 31, 2013:		
First Quarter	\$14.90	\$13.07
Second Quarter	\$13.75	\$8.12
Third Quarter	\$10.60	\$9.24
Fourth Quarter	\$14.82	\$9.08

#### Holder

As of February 24, 2015, there were approximately 150 holders of record of our common stock.

#### Dividends

We have not declared or paid any cash dividends on our capital stock since our inception. We intend to retain earnings, if any, to finance the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future.

#### Issuer Purchases of Equity Securities

A summary of the Company's repurchase activity for the year ended December 31, 2014 is as follows:

Period	Total Number of Shares Purchased <sup>(1)</sup> (2)	Average Price Paid per Share <sup>(1)</sup> (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(1)</sup> (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup> (2) (3)
1/1/2014 - 3/31/2014	650,789	\$12.05	650,789	5,443,321
4/1/2014 - 6/30/2014	462,912	9.34	462,912	1,121,590
7/1/2014 - 9/30/2014	81,484	10.02	81,484	10,304,721
10/1/2014 - 12/31/2014	—	—	—	—
Total	1,195,185	\$10.86	1,195,185	\$10,304,721

On December 10, 2012, the Company announced that its Board of Directors approved a share repurchase program (1) through June 30, 2014. Under the stock repurchase program, the Company was authorized to repurchase shares of the Company's common stock, in the open market or privately negotiated transactions, at times and prices



considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations.

As of June 30, 2014, approximately \$1.1 million remained available for purchases under the program as in effect at that time. On July 23, 2014, the Company's Board of Directors extended the expiration date of the program out to December 31, 2014 and also increased the aggregate purchase price of the stock repurchase program from \$40.0 million to \$50.0 million. On March 5, 2015, the Company's Board of Directors extended the expiration date of the program out to December 31, 2016. As of December 31, 2014, approximately \$10.3 million remained available for purchases under the program.

(2) Transaction fees related to the share purchases are deducted from the total remaining allowable expenditure amount.

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### Stock Performance Graph

The graph depicted below compares the annual percentage changes in the LivePerson's cumulative total stockholder return with the cumulative total return of the Standard & Poor's SmallCap 600 Index and the Standard & Poor's Information Technology Index.

(1) The graph covers the period from December 31, 2009 to December 31, 2014.

The graph assumes that \$100 was invested at the market close on December 31, 2009 in LivePerson's Common (2) Stock, in the Standard & Poor's SmallCap 600 Index and in the Standard & Poor's Information Technology Index, and that all dividends were reinvested. No cash dividends have been declared on LivePerson's Common Stock.

(3) Stockholder returns over the indicated period should not be considered indicative of future stockholder returns. Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate by reference this Annual Report on Form 10-K or future filings made by the Company under those statutes, the Stock Performance Graph above is not deemed filed with the Securities and Exchange Commission, is not deemed soliciting material and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by us under those statutes, except to the extent that we specifically incorporate such information by reference into a previous or future filing, or specifically requests that such information be treated as soliciting material, in each case under those statutes.

## Item 6. Selected Consolidated Financial Data

The selected consolidated financial data with respect to our consolidated balance sheets as of December 31, 2014 and 2013 and the related consolidated statements of operations for the years ended December 31, 2014, 2013 and 2012 have been derived from our audited consolidated financial statements which are included herein. The selected financial data with respect to our balance sheets as of December 31, 2012, 2011 and 2010 and the related statements of operations for the years ended December 31, 2011 and 2010 have been derived from our audited financial statements which are not included herein. Due to our acquisitions of CAO!, Synchronite and NexGraph in 2014, Engage, LookIO and Amadesa in 2012, and NuConomy in 2010, we believe that comparisons of our operating results with each other, or with those of prior periods, may not be meaningful. The following selected consolidated financial data should be read in conjunction with the consolidated financial statements and the notes thereto and the information contained in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(In Thousands, Except Share and per Share Data)				
<b>Consolidated Statement of Operations Data:</b>					
Revenue	\$209,931	\$177,805	\$157,409	\$133,089	\$109,862
Costs and expenses:					
Cost of revenue	52,703	42,555	35,579	33,195	29,640
Sales and marketing	83,253	62,488	49,614	38,884	32,835
General and administrative	40,192	39,968	31,606	21,044	17,077
Product development	37,329	36,397	30,051	20,222	15,711
Amortization of purchased intangibles	1,621	871	218	109	259
Total costs and expenses	215,098	182,279	147,068	113,454	95,522
(Loss) income from operations	(5,167 )	(4,474 )	10,341	19,635	14,340
Other (expense) income, net	(322 )	337	376	(485 )	(7 )
(Loss) income before provision for (benefit from) income taxes	(5,489 )	(4,137 )	10,717	19,150	14,333
Provision for (benefit from) income taxes	1,859	(638 )	4,362	7,112	5,074
Net (loss) income attributable to common stockholders	(7,348 )	(3,499 )	6,355	12,038	9,259
Net (loss) income per share attributable to common stockholders:					
Basic	\$(0.13 )	\$(0.06 )	\$0.11	\$0.23	\$0.18
Diluted	\$(0.13 )	\$(0.06 )	\$0.11	\$0.22	\$0.18
Weighted average shares used to compute net (loss) income per share attributable to common stockholders:					
Basic	54,478,754	54,725,236	55,292,597	52,876,999	50,721,880
Diluted	54,478,754	54,725,236	57,131,041	55,008,742	52,907,541
<b>Other Financial and Operational Data:</b>					
Adjusted EBITDA <sup>(1)</sup>	\$22,672	\$18,767	\$29,999	\$33,998	\$26,759
Adjusted net income <sup>(2)</sup>	\$11,420	\$11,652	\$18,684	\$19,838	\$15,887

(1) We define adjusted EBITDA as net (loss) income, plus provision for (benefit from) income taxes, other (expense) income, net, depreciation and amortization, stock based compensation, acquisition costs and other non-cash charges. Please see “Adjusted EBITDA” below for more information and for a reconciliation of adjusted EBITDA to net (loss) income, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.

(2) We define adjusted net income as net (loss) income, plus amortization, stock based compensation and acquisition costs. Please see “Adjusted Net Income” below for more information and for a reconciliation of adjusted net income to net (loss) income, the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.

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Stock-based compensation included in the statements of operations above was as follows (amounts in thousands):

	Year Ended December 31,				
	2014	2013	2012	2011	2010
Cost of revenue	\$1,492	\$1,954	\$1,579	1,023	866
Sales and marketing	3,399	2,851	2,878	1,668	1,371
General and administrative	3,809	4,148	3,294	2,377	1,576
Product development	3,606	3,555	2,964	1,703	1,329
Total stock-based compensation	\$12,306	\$12,508	\$10,715	\$6,771	\$5,142
	As of December 31,				
	2014	2013	2012	2011	2010
	(In Thousands)				

Consolidated Balance Sheet Data:

Cash and cash equivalents	\$49,372	\$91,906	\$103,339	\$93,278	\$61,336
Working capital	34,954	88,877	100,593	96,354	61,600
Total assets	239,817	205,090	208,576	166,051	131,143
Total stockholders' equity	180,337	159,053	170,243	137,698	104,643

Adjusted EBITDA and Adjusted Net Income

To provide investors with additional information regarding our financial results, we have disclosed adjusted EBITDA and adjusted net income which are non-GAAP financial measures. The tables below present a reconciliation of adjusted EBITDA and adjusted net income to net (loss) income, the most directly comparable GAAP financial measures.

We have included adjusted EBITDA and adjusted net income in this Annual Report on Form 10-K because these are key measures used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short and long-term operational plans. In particular, the exclusion of certain expenses in calculating adjusted EBITDA and adjusted net income can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the payment of bonuses to our executive officers. Accordingly, we believe that adjusted EBITDA and adjusted net income provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- adjusted EBITDA does not consider the potentially dilutive impact of equity-based compensation;
- adjusted EBITDA does not consider the impact of acquisition costs;
- adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us; and
- other companies, including companies in our industry, may calculate adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net (loss) income and our other GAAP results. The following table presents a reconciliation of adjusted EBITDA for each of the periods indicated (amounts in thousands):

	Year Ended December 31,				
	2014	2013	2012	2011	2010
Reconciliation of Adjusted EBITDA:					
Net (loss) income	\$(7,348 )	\$(3,499 )	\$6,355	\$12,038	\$9,259
Amortization of purchased intangibles	5,090	2,643	580	1,029	1,486
Stock-based compensation	12,306	12,508	10,715	6,771	5,142
Depreciation	9,071	8,090	7,329	6,563	5,791
Provision for (benefit from) income taxes	1,859	(638 )	4,362	7,112	5,074
Acquisition costs	1,372	—	1,034	—	—
Other expense (income), net	322	(337 )	(376 )	485	7
Adjusted EBITDA	\$22,672	\$18,767	\$29,999	\$33,998	\$26,759

Our use of adjusted net income has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

although amortization are non-cash charges, the assets being amortized may have to be replaced in the future, and adjusted net income does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;

adjusted net income does not consider the potentially dilutive impact of equity-based compensation;

adjusted net income does not consider the impact of acquisition costs;

other companies, including companies in our industry, may calculate adjusted net income differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider adjusted net income alongside other financial performance measures, including various cash flow metrics, net (loss) income and our other GAAP results. The following table presents a reconciliation of adjusted net income for each of the periods indicated (amounts in thousands):

	Year Ended December 31,				
	2014	2013	2012	2011	2010
Reconciliation of Adjusted Net Income					
Net (loss) income	\$(7,348 )	\$(3,499 )	\$6,355	\$12,038	\$9,259
Amortization of purchased intangibles	5,090	2,643	580	1,029	1,486
Stock-based compensation	12,306	12,508	10,715	6,771	5,142
Acquisition costs	1,372	—	1,034	(1)	—
Adjusted net income	\$11,420	\$11,652	\$18,684	\$19,838	\$15,887

(1) Acquisition costs were added to conform to the current year presentation.



## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### General

You should read the following discussion of our financial condition and results of operations in conjunction with the financial statements and the notes thereto included elsewhere in this report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this report, particularly in "Risk Factors."

### Overview

LivePerson was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced initially in November 1998. We provide online engagement solutions offering a cloud-based platform which enables businesses to proactively connect with consumers through chat, voice and content delivery, across multiple channels and screens, including websites, social media, tablets and mobile devices. We are organized into two operating segments: Business and Consumer. The Business segment facilitates real-time online interactions — chat, voice, and content delivery, across multiple channels and screens for global corporations of all sizes. The Consumer segment facilitates online transactions between independent service providers ("Experts") and individual consumers ("Users") seeking information and knowledge for a fee via real-time chat.

In order to sustain growth in these segments, our strategy is to expand our position as the leading provider of online engagement solutions that facilitate real-time assistance and expert advice. To accomplish this, we are focused on the following current initiatives:

**Expanding Business with Existing Customers and Adding New Customers.** We are expanding our sales capacity by adding enterprise and midmarket sales agents and infrastructure. We have also expanded our efforts to bring on new customers retain existing SMB customers through increased interaction with them during the early stages of their usage of our services.

**Introducing New Products and Capabilities.** We are investing in product marketing, mobile resources, research and development and executive personnel to support our expanding efforts to build and launch new products and capabilities to support existing customer deployments, and to further penetrate our total addressable market. These investments are initially focused in the areas of online and mobile consumer engagement, enhanced data and reporting and chat transcript text analysis. Over time, we expect to develop and launch additional capabilities that leverage our existing market position as a leader in proactive, intelligence-driven online engagement.

**Expanding our International Presence.** We continue to increase our investment in sales and support personnel in the United Kingdom, Asia-Pacific, Latin America and Western Europe, particularly France and Germany. We are also working with sales and support partners as we expand our investment in the Asia-Pacific region. We continue to improve the multi-language and translation capabilities within our hosted solutions to further support international expansion.

### Key Metrics

Financial overview of the three and twelve months ended December 31, 2014 compared to the comparable periods in 2013 are as follows:

Revenue increased 24% and 18% to \$58.2 million and \$209.9 million in the three and twelve months ended December 31, 2014, respectively from \$46.9 million and \$177.8 million in the comparable periods in 2013.

Revenue from our Business segment increased 26% and 19% to \$54.0 million and \$193.3 million in the three and twelve months ended December 31, 2014, respectively from \$43.0 million and \$162.7 million in the comparable periods in 2013.

Gross profit margin decreased to 75% from 76% in the three and twelve months ended December 31, 2014 from the comparable periods in 2013.

Cost and expenses increased 28% and 18% to \$60.6 million and \$215.1 million in the three and twelve months ended December 31, 2014, respectively from \$47.5 million and \$182.3 million in the comparable periods in 2013. The three and twelve months ended December 31, 2014 includes \$0.8 million and \$1.4 million of acquisition costs related to all 2014 acquisitions, respectively.

Net loss increased to \$4.2 million and \$7.3 million in the three and twelve months ended December 31, 2014, respectively, from net loss of \$0.7 million and \$3.5 million for the three and twelve months ended December 31, 2013, respectively. The three and twelve months ended December 31, 2014 net loss includes \$0.8 million and \$1.4 million of acquisition costs related to all 2014 acquisitions, respectively.

Bookings increased 10% and 19% to \$11.0 million and \$41.3 million in the three and twelve months ended December 31, 2014, respectively, from \$10.0 million and \$34.7 million in the comparable periods in 2013. We include in our bookings metrics new or incremental contractual commitments for the first year of the contractual relationship from either new or

existing customers for recurring subscription based fees, but exclude from such amounts non-recurring fees such as one time implementation costs or one time consulting fees. The bookings metric generally does not include or represent usage based and/or pay-for-performance based contracts, month-to-month contracts, transaction-based services or subsequent years of multi-year contractual agreements. Accordingly, while we believe that bookings is a relevant metric in providing management with insight into certain recent activity in our business, there is no assurance that bookings amounts will be recognized as revenue in future periods, based on our revenue recognition policy, potential customer cancellations, delays in implementations or otherwise.

Average deal size for new bookings in the three months ended December 31, 2014 was \$68,000, with average deal size for new customers of \$95,000 and average deal size for existing customers requesting additional products or expanded access to current products of \$59,000. Average deal size for new bookings in the three months ended December 31, 2013 was \$53,000, with average deal size for new customers of \$44,000 and average deal size for existing customers requesting additional products or expanded access to current products of \$55,000. Similar to our bookings metric, average deal size generally represents new contractual arrangements with committed subscription or base fees from new or existing mid-market or enterprise customers, and does not capture usage and/or pay-for-performance based contracts or fees. Management uses average deal size, being a subset of bookings, as a relevant metric in providing management with insight into certain recent activity in our business.

#### Revenue

The majority of our revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. We charge a monthly fee, which varies by service and customer usage. The majority of our larger customers also pay a professional services fee related to implementation and ongoing optimization services. A large proportion of our revenue from new customers comes from large corporations. These companies typically have more significant implementation requirements and more stringent data security standards. Such customers also have more sophisticated data analysis and performance reporting requirements, and are likely to engage our professional services organization to provide such analysis and reporting on a recurring basis.

Revenue from our Business segment accounted for 92% of total revenue for the year ended December 31, 2014. Revenue from our Business segment accounted for 92% and 90% of total revenue for the years ended December 31, 2013 and 2012, respectively. Revenue attributable to our monthly hosted Business services accounted for 89% of total Business revenue for the year ended December 31, 2014. Revenue attributable to our monthly hosted Business services accounted for 92% and 93% of total Business revenue for the years ended December 31, 2013 and 2012, respectively. Our service agreements typically have twelve month terms and, in some cases, are terminable or may terminate upon 30 to 90 days' notice without penalty. Given the time required to schedule training for our customers' operators and our customers' resource constraints, we have historically experienced a lag between signing a customer contract and recognizing revenue from that customer. Although this lag has typically ranged from 30 to 90 days, it may take more time between contract signing and recognizing revenue in certain situations.

Revenue from our Consumer segment is generated from online transactions between Experts and Users is recognized net of Expert fees and accounted for approximately 8% of total revenue for the year ended December 31, 2014.

Revenue generated from online transactions between Experts and Users accounted for approximately 8% and 10% of total revenue for the years ended December 31, 2013 and 2012, respectively.

We also have entered into contractual arrangements that complement our direct sales force and online sales efforts. These are primarily with call center service companies, pursuant to which LivePerson is paid a commission based on revenue generated by these service companies from our referrals. To date, revenue from such commissions has not been material.

#### Costs and Expenses

Our cost of revenue consists of:

- compensation costs relating to employees who provide customer support and implementation services to our customers;
- compensation costs relating to our network support staff;
- depreciation of certain hardware and software;
- allocated occupancy costs and related overhead;
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the cost of supporting our infrastructure, including expenses related to server leases, infrastructure support costs and Internet connectivity;  
the credit card fees and related payment processing costs associated with the consumer and SMB services; and  
amortization of certain intangibles.

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Our sales and marketing expenses consist of compensation and related expenses for sales personnel and marketing personnel, online marketing, allocated occupancy costs and related overhead, advertising, sales commissions, public relations, promotional materials, travel expenses and trade show exhibit expenses.

Our general and administrative expenses consist primarily of compensation and related expenses for executive, accounting, legal, information technology and human resources personnel, allocated occupancy costs and related overhead, professional fees, provision for doubtful accounts and other general corporate expenses.

Our product development expenses consist primarily of compensation and related expenses for product development personnel, allocated occupancy costs and related overhead, outsourced labor and expenses for testing new versions of our software. Product development expenses are charged to operations as incurred.

During 2014, we increased our allowance for doubtful accounts by approximately \$0.1 million to approximately \$1.3 million, principally due to an increase in the proportion of receivables due an increase in sales. A large proportion of receivables are due from larger corporate customers that typically have longer payment cycles. During 2013, we increased our allowance for doubtful accounts by \$0.5 million to approximately \$1.2 million, principally due to an increase in accounts receivable as a result of increased sales. A large proportion of receivables are due from larger corporate customers that typically have longer payment cycles. We base our allowance for doubtful accounts on specifically identified credit risks of customers, historical trends and other information that we believe to be reasonable. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected.

#### Non-Cash Compensation Expense

The net non-cash compensation amounts for the years ended December 31, 2014, 2013 and 2012 consist of (amounts in thousands):

	2014	2013	2012
Stock-based compensation expense related to ASC 718-10	\$ 12,306	\$ 12,508	\$ 10,715

#### Results of Operations

The Company is organized into two operating segments: Business and Consumer. The Business segment facilitates real-time online interactions — chat, voice, and content delivery, across multiple channels and screens for global corporations of all sizes. The Consumer segment facilitates online transactions between Experts and Users seeking information and knowledge for a fee via real-time chat.

The following tables set forth our results of operations for the periods presented and as a percentage of our revenues for those periods. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Year Ended December 31,			
	2014	2013	2012	
	(as a percentage of revenue)			
Consolidated Statements of Operations Data: <sup>(1)</sup>				
Revenue	100	% 100	% 100	%
Costs and expenses:				
Cost of revenue	25	% 24	% 23	%
Sales and marketing	40	% 35	% 32	%
General and administrative	19	% 22	% 20	%
Product development	18	% 20	% 19	%
Amortization of purchased intangibles	1	% —	% —	%
Total costs and expenses	102	% 103	% 93	%
(Loss) income from operations	(2)	)% (3)	)% 7	%
Other (expense) income	—	% —	% —	%
(Loss) income before provision for (benefit from) income taxes	(3)	)% (2)	)% 7	%
Provision for (benefit from) income taxes	1	% —	% 3	%
Net (loss) income	(4)	)% (2)	)% 4	%

<sup>(1)</sup> Certain items may not total due to rounding.



## Revenue

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	% Change	2013	2012	% Change
	(in thousands)			(in thousands)		
Revenue by Segment:						
Business	\$193,302	\$162,714	19 %	\$162,714	\$142,298	14 %
Consumer	16,629	15,091	10 %	15,091	15,111	— %
Total	\$209,931	\$177,805	18 %	\$177,805	\$157,409	13 %

Our business revenue growth has traditionally been driven by a mix of revenue from new customers as well as expansion from existing customers. Business revenue increased by 19% to \$193.3 million for the year ended December 31, 2014, from \$162.7 million for the year ended December 31, 2013. This increase is primarily attributable to revenue from existing customers who increased their services in the amount of approximately \$11.5 million, net of cancellations; revenue from professional services of approximately \$5.9 million; and revenue from new customers in the amount of approximately \$13.2 million.

Business revenue increased by 14% to \$162.7 million for the year ended December 31, 2013, from \$142.3 million for the year ended December 31, 2012. This increase is primarily attributable to revenue from existing customers who increased their use of our services in the amount of approximately \$12.2 million, net of cancellations; revenue from new customers in the amount of approximately \$6.0 million; and to a lesser extent, an increase in professional services revenue of approximately \$2.2 million. Our revenue growth has traditionally been driven by a mix of revenue from new customers as well as expanding business from existing customers. Our current revenue growth has been impacted by the necessary lead time required to get our global sales team up to full capacity in anticipation of our roll out of the LiveEngage platform. In addition, our revenue growth has traditionally been driven by a mix of revenue from new customers as well as expansion from existing customers.

Consumer revenue increased by 10% to \$16.6 million for the year ended December 31, 2014, from the year ended December 31, 2013. This increase is primarily attributable to an expansion in the education vertical and an increase in fees we charge experts, while chat minutes remained relatively constant.

Consumer revenue remained at \$15.1 million for the year ended December 31, 2013, from the year ended December 31, 2012. There was an increase in fees we charge experts that was offset by a decrease in chat minutes.

## Cost of Revenue - Business

Cost of revenue consists of compensation costs relating to employees who provide customer service to our customers, compensation costs relating to our network support staff, the cost of supporting our server and network infrastructure, and allocated occupancy costs and related overhead.

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	% Change	2013	2012	% Change
	(\$ in thousands)			(\$ in thousands)		
Cost of revenue - Business	\$50,192	\$40,132	25 %	\$40,132	\$33,450	20 %
Percentage of total revenue	24 %	23 %		23 %	21 %	
Headcount (at period end)	301	(1) 208	45 %	208	234	(11) %

(1) Includes 79 employees as a result of the acquisition of CAO!.

Cost of revenue increased by 25% to \$50.2 million in 2014, from \$40.1 million in 2013. This increase in expense is primarily attributable to an increase in primary and backup server facilities and allocated overhead related to costs of supporting our server and network infrastructure of approximately \$5.9 million, an increase in total compensation and related costs for additional and existing customer service and network operations personnel in the amount of approximately \$2.1 million, and an increase in amortization of purchased intangibles of approximately \$1.7 million as a result of the acquisitions we completed in 2014. This increase in cost of revenue was driven primarily by increased investment in enhancing our business continuity capabilities at our hosting facilities. Additionally, data collection and storage costs have increased in support of expanded scope and quality of the analytical reporting to our customers. Cost of revenue increased by 20% to \$40.1 million in 2013, from \$33.5 million in 2012. This increase in expense is primarily attributable to an increase in total compensation and related costs for additional and existing customer

service and

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network operations personnel in the amount of approximately \$5.2 million, and an increase in amortization of purchased intangibles of approximately \$1.4 million as a result of the acquisitions we completed in 2012. This increase in cost of revenue was driven primarily by increased investment in more robust business continuity capabilities within our hosting facilities. In addition, costs related to data collection and storage have increased, as we have improved the scope and quality of the analytical reporting we provide to our larger customers.

#### Cost of Revenue - Consumer

Cost of revenue consists of compensation costs relating to employees who provide customer service to Experts and Users, compensation costs relating to our network support staff, the cost of supporting our server and network infrastructure, credit card and transaction processing fees and related costs, and allocated occupancy costs and related overhead.

	Year Ended December 31,				Year Ended December 31,		
	2014	2013	% Change		2013	2012	% Change
	(\$ in thousands)			(\$ in thousands)			
Cost of revenue - Consumer	\$2,511	\$2,423	4 %	\$2,423	\$2,129	14 %	
Percentage of total revenue	1 %	1 %		1 %	1 %		
Headcount (at period end)	16	18	(11) %	18	17	6 %	

Cost of revenue increased by 4% to \$2.5 million in 2014, from \$2.4 million in 2013. This increase is primarily attributable to an increase in overhead allocation.

Cost of revenue increased by 14% to \$2.4 million in 2013, from \$2.1 million in 2012. This increase is primarily attributable to an increase in total compensation and related costs for existing customers service personnel in the amount of \$0.2 million.

#### Sales and Marketing - Business

Our sales and marketing expenses consist of compensation and related expenses for sales and marketing personnel, as well as advertising, public relations, trade show exhibit expenses and allocated occupancy costs and related overhead.

	Year Ended December 31,				Year Ended December 31,		
	2014	2013	% Change		2013	2012	% Change
	(\$ in thousands)			(\$ in thousands)			
Sales and Marketing - Business	\$77,118	\$57,011	35 %	\$57,011	\$44,087	29 %	
Percentage of total revenue	37 %	32 %		32 %	28 %		
Headcount (at period end)	355	<sup>(1)</sup> 259	37 %	259	232	12 %	

<sup>(1)</sup> Includes 62 employees as a result of the acquisition of CAO!.

Sales and marketing expenses increased by 35% to \$77.1 million in 2014, from \$57.0 million in 2013. This increase is primarily attributable to an increase in compensation and related costs for additional and existing sales and marketing personnel of approximately \$18.4 million, an increase in advertising, public relations and trade show exhibit expenses of approximately \$1.0 million, and an increase in allocated occupancy costs and related overhead in the amount of approximately \$0.8 million. The increase relates to our continued investment in our marketing and sales capabilities.

The increase in expense as compared to our revenue growth is primarily related to the investment in our global sales team, global expansion and LiveEngage 2.0 product launch.

Sales and marketing expenses increased by 29% to \$57.0 million in 2013, from \$44.1 million in 2012. This increase is primarily attributable to an increase in compensation and related costs for additional and existing sales and marketing personnel of approximately \$12.2 million, to a lesser extent, an increase in advertising, public relations and trade show exhibit expenses of approximately \$0.3 million, and an increase in allocated occupancy costs and related overhead in the amount of approximately \$0.4 million. The increase in expense as compared to our revenue growth is primarily related to the investment in our global sales team and global expansion. In addition, over the last few years we have made investments in our LiveEngage product which was rolled out during 2014. The increase also relates to our continued efforts to enhance our brand recognition and increase sales lead activity.

## Sales and Marketing — Consumer

Our sales and marketing expenses consist of compensation and related expenses for marketing personnel, as well as online promotion and trade show exhibit expenses and allocated occupancy costs and related overhead.

	Year Ended December 31,			Year Ended December 31,			
	2014	2013	% Change	2013	2012	% Change	
	(\$ in thousands)			(\$ in thousands)			
Sales and Marketing - Consumer	\$6,135	\$5,477	12	% \$5,477	\$5,527	(1)	%
Percentage of total revenue	3	% 3	%	3	% 4	%	
Headcount (at period end)	8	4	100	% 4	3	33	%

Sales and marketing expenses increased by 12% to \$6.1 million in 2014, from \$5.5 million in 2013. This increase is primarily attributable to an increase in advertising and online expenses of approximately \$0.8 million.

Sales and marketing expenses remained flat at \$5.5 million in 2013 and 2012.

## General and Administrative

Our general and administrative expenses consist primarily of compensation and related expenses for executive, accounting, legal, information technology, human resources and administrative personnel, professional fees and other general corporate expenses.

	Year Ended December 31,			Year Ended December 31,			
	2014	2013	% Change	2013	2012	% Change	
	(\$ in thousands)			(\$ in thousands)			
General and administrative	\$40,192	\$39,968	1	% \$39,968	\$31,606	26	%
Percentage of total revenue	19	% 22	%	22	% 20	%	
Headcount (at period end)	125	<sup>(1)</sup> 88	42	% 88	78	13	%

<sup>(1)</sup> Includes 12 employees as a result of the acquisition of CAO!.

General and administrative expenses increased by 1% to \$40.2 million in 2014, from \$40.0 million in 2013. This increase is primarily attributable to an increase in information technology, professional fees and other general corporate expenses of approximately \$1.7 million, and an increase in compensation and related expenses of approximately \$0.8 million, offset by a decrease in the exchange rate movement of the U.S. dollar against the Pound Sterling of approximately \$1.2 million and a decrease in depreciation of \$0.6 million.

General and administrative expenses increased by 26% to \$40.0 million in 2013, from \$31.6 million in 2012. This increase is primarily attributable to an increase in compensation and related expenses for additional and existing accounting, legal and human resource personnel in the amount of approximately \$4.1 million, an increase in accounting and other professional fees of approximately \$1.5 million, an increase in rent expense of approximately \$1.2 million and an increase in depreciation of \$0.9 million.

## Product Development

Our product development expenses consist primarily of compensation and related expenses for product development personnel as well as allocated occupancy costs and related overhead and outsourced labor and expenses for testing new versions of our software.

	Year Ended December 31,			Year Ended December 31,			
	2014	2013	% Change	2013	2012	% Change	
	(\$ in thousands)			(\$ in thousands)			
Product development	\$37,329	\$36,397	3	% \$36,397	\$30,051	21	%
Percentage of total revenue	18	% 20	%	20	% 19	%	
Headcount (at period end)	253	<sup>(1)</sup> 210	20	% 210	204	3	%

<sup>(1)</sup> Includes 16 employees as a result of the acquisition of CAO!.

Product development costs increased by 3% to \$37.3 million in 2014, from \$36.4 million in 2013. This increase is primarily attributable to an increase in compensation and related costs for additional and existing product development personnel of approximately \$1.9 million as a result of our increased efforts to expand our product offerings, offset by a decrease in outsourced labor expense of approximately \$0.9 million. We are increasing our investment in new product development efforts to expand future product offerings. We are also investing in partner programs that enable third-parties to develop value-added software applications for our existing and future customers.

Product development costs increased by 21% to \$36.4 million in 2013, from \$30.1 million in 2012. This increase is primarily attributable to an increase in compensation and related costs for additional and existing product development personnel of approximately \$5.1 million as a result of our increased efforts to expand our product offerings, as well as an increase in outsourced labor expense of approximately \$1.2 million, as a result of testing new versions of our software. We are increasing our investment in new product development efforts to expand future product offerings. We are also investing in partner programs that enable third-parties to develop value-added software applications for our existing and future customers.

#### Amortization of Purchased Intangibles

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	% Change	2013	2012	% Change
	(\$ in thousands)			(\$ in thousands)		
Amortization of purchased intangibles	\$1,621	\$871	86	\$871	\$218	300
Percentage of total revenue	1	% —	%	—	% —	%

Amortization expense for purchased intangibles increased by 86% to \$1.6 million in 2014, from \$0.9 million in 2013. The increase is primarily attributable to our 2014 acquisitions of CAO!, Synchronite, NexGraph, and our investments in technology licenses. Additional amortization expense in the amount of \$3.5 million and \$1.8 million is included in cost of revenue for the years ended December 31, 2014 and 2013, respectively.

Amortization expense for purchased intangibles was \$0.9 million for the year ended December 31, 2013 and relates primarily to acquisition costs recorded as a result of our acquisitions of Engage in November 2012, LookIO in June 2012, Amadesa in May 2012, NuConomy in April 2010 and to the purchases of patents in August 2009. Amortization expense was \$0.2 million for the year ended December 31, 2012 and relates primarily to our acquisition of Engage in November 2012 and NuConomy in April 2010 and to the purchases of patents in August 2009. This increase is attributable to the acquisition costs recorded as a result of our acquisitions in 2012. Additional amortization expense in the amount of \$1.8 million and \$0.4 million is included in cost of revenue for the years ended December 31, 2013 and 2012, respectively.

#### Other (Expense) Income, net

Other income, net primarily consists of interest income on cash and cash equivalents, investment income and financial (expense) income which is a result of currency rate fluctuations associated with exchange rate movement of the U.S. dollar against the New Israeli Shekel, Pound Sterling, Japanese Yen, AUS dollar and the Euro.

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	% Change	2013	2012	% Change
	(\$ in thousands)			(\$ in thousands)		
Other (expense) income, net	\$(322 )	\$337	(196 )%	\$337	\$376	(10 )%

Investment income increased \$0.7 million in 2014 compared to 2013 primarily due to income earned on the investment in technology licenses purchased during 2014. Financial expense increased \$1.3 million in 2014 compared to 2013. Interest income remained flat in 2014 compared to 2013.

Other income remained flat at \$0.3 million in the twelve months ended December 31, 2013 and 2012, respectively.

#### Provision for (Benefit From) Income Taxes

	Year Ended December 31,			Year Ended December 31,		
	2014	2013	% Change	2013	2012	% Change
	(\$ in thousands)			(\$ in thousands)		
	\$1,859	\$(638 )	(391 )%	\$(638 )	\$4,362	(115 )%

Provision for (benefit from) income  
taxes

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Income tax expense increased \$2.5 million resulting in a tax expense of \$1.9 million for the year ended December 31, 2014, compared to an income tax benefit of \$0.6 million for the year ended December 31, 2013. Our consolidated effective tax rate is impacted by the statutory income tax rates applicable to each of the jurisdictions in which we operate. The decrease in our effective tax rate for the year ended 2013 was primarily attributable to the foreign rate differential from our international operations, where tax rates for these operations are generally lower than the U.S. statutory rate. Furthermore, the implementation of a new foreign tax structure resulted in losses being incurred in a jurisdiction with no statutory tax rate and, therefore, no tax benefit was derived. The increased tax expense from foreign operations was due primarily to an increase in foreign earnings, reducing our effective rate by 49%.

#### Net Loss

We had a net loss of \$7.3 million in 2014 compared to a net loss of \$3.5 million in 2013. Revenue increased approximately \$32.1 million while operating expenses increased by approximately \$32.8 million and the provision for (benefit from) income taxes increased approximately \$2.5 million contributing to a net increase in net loss of approximately \$3.8 million.

We had a net loss of \$3.5 million in 2013 compared to net income of \$6.4 million in 2012. Revenue increased approximately \$20.4 million while operating expenses increased by approximately \$35.2 million and the provision for (benefit from) income taxes decreased approximately \$5.0 million contributing to a net decrease in net income of approximately \$9.8 million.

#### Quarterly Results of Operations Data

The following table sets forth, for the periods indicated, the Company's financial information for the eight most recent quarters ended December 31, 2014. In the Company's opinion, this unaudited information has been prepared on a basis consistent with the annual consolidated financial statements and includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the unaudited information for the periods presented. This information should be read in conjunction with the consolidated financial statements, including the related notes, included herein.

	For the Three Months Ended							
	Dec 31, 2014	Sept. 30, 2014	June 30, 2014	March 31, 2014	Dec 31, 2013	Sept. 30, 2013	June 30, 2013	March 31, 2013
	(in thousands, except share and per share data)							
Consolidated Statements of Operations Data:								
Revenue	\$58,229	\$52,787	\$51,087	\$47,828	\$46,888	\$45,192	\$43,229	\$42,496
Costs and Expenses:								
Cost of revenue	14,503	13,304	13,161	11,735	11,213	10,597	10,612	10,134
Sales and marketing	23,803	20,978	20,077	18,395	16,369	16,141	15,499	14,478
General and administrative	12,118	8,787	9,788	9,499	10,388	9,508	9,835	10,238
Product development	9,330	9,712	9,336	8,951	9,306	10,023	9,047	8,021
Amortization of purchased intangibles	818	407	206	190	199	224	224	224
Total costs and expenses	60,572	53,188	52,568	48,770	47,475	46,493	45,217	43,095
Loss from operations	(2,343 )	(401 )	(1,481 )	(942 )	(587 )	(1,301 )	(1,988 )	(599 )
Other (expense) income	(507 )	223	45	(83 )	73	209	20	34
Loss before provision for (benefit from) income taxes	(2,850 )	(178 )	(1,436 )	(1,025 )	(514 )	(1,092 )	(1,968 )	(565 )
Provision for (benefit from) income taxes	1,352	962	(224 )	(231 )	194	(362 )	(138 )	(333 )
Net loss	\$(4,202 )	\$(1,140 )	\$(1,212 )	\$(794 )	\$(708 )	\$(730 )	\$(1,830 )	\$(232 )
Net loss per share of common stock:								
Basic	(0.08 )	(0.02 )	(0.02 )	(0.01 )	(0.01 )	(0.01 )	(0.03 )	0.00

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Diluted (0.08 ) (0.02 ) (0.02 ) (0.01 ) (0.01 ) (0.01 ) (0.03 ) 0.00

Weighted-average shares  
used to compute net loss per  
share

Basic	55,191,576	53,868,124	54,189,722	54,666,535	54,209,685	54,046,161	54,806,694	55,864,045
Diluted	55,191,576	53,868,124	54,189,722	54,666,535	54,209,685	54,046,161	54,806,694	55,864,045

## Liquidity and Capital Resources

	December 31, 2014	2013
	(in thousands)	
Consolidated Statements of Cash Flows Data:		
Cash flows provided by operating activities	\$ 15,673	\$ 16,958
Cash flows used in investing activities	(54,911	) (8,174
Cash flows used in financing activities	(3,002	) (20,209

As of December 31, 2014, we had approximately \$49.4 million in cash and cash equivalents, a decrease of approximately \$42.5 million from December 31, 2013. This decrease is primarily attributable to cash used in investing activities for the acquisitions of CAO!, Synchronite, and NexGraph, purchase of technology licenses, purchases of fixed assets related to the build-out of our co-location facility and net cash used in financing activities to repurchase our common stock. This is partially offset by net cash provided by operating activities and, to a lesser extent, proceeds from the issuance of common stock in connection with the exercise of stock options by employees. We invest our cash in short-term money market funds.

Net cash provided by operating activities was \$15.7 million in the year ended December 31, 2014 and consisted primarily of net loss, non-cash expenses related to stock-based compensation, amortization of purchased intangibles and depreciation and increases in prepaid expenses, accounts receivable, accrued expenses and deferred revenue, partially offset by a decrease in accounts payable. Net cash provided by operating activities was \$17.0 million in the year ended December 31, 2013 and consisted of non-cash expenses related to stock-based compensation, depreciation and amortization of intangibles and increases in accrued expense and deferred revenue, partially offset by an increase in accounts receivable, deferred income taxes and accounts payable.

Net cash used in investing activities was \$54.9 million in the year ended December 31, 2014 and was due primarily to our acquisitions of CAO!, Synchronite, and NexGraph, our investment in technology licenses and the purchase of fixed assets for our co-location facilities. Net cash used in investing activities was \$8.2 million in the year ended December 31, 2013 and was due primarily to the purchase of fixed assets for our co-location facilities.

Net cash used in financing activities was \$3.0 million in the year ended December 31, 2014 and consisted primarily of the repurchase of our common stock partially offset by the proceeds from the issuance of common stock in connection with the exercise of stock options by employees. Net cash used in financing activities was \$20.2 million in the year ended December 31, 2013 and consisted primarily of the repurchase of our common stock partially offset by the proceeds from the issuance of common stock in connection with the exercise of stock options by employees.

We have incurred significant expenses to develop our technology and services, to hire employees in our customer service, sales, marketing and administration departments, and for the amortization of purchased intangible assets, as well as non-cash compensation costs. Historically, we incurred significant quarterly net losses from inception through June 30, 2003, significant negative cash flows from operations in our quarterly periods from inception through December 31, 2002 and negative cash flows from operations of \$0.1 million in the quarterly period ended March 31, 2004. We also incurred a net loss and negative cash flow from operations in the quarterly period ended March 31, 2013, March 31, 2014, June 30, 2014 and a net loss in the quarterly periods ended June 30, September 30, December 31, 2013 and September 30, 2014, December 31, 2014. As of December 31, 2014, we had an accumulated deficit of approximately \$92.6 million.

We anticipate that our current cash and cash equivalents will be sufficient to satisfy our working capital and capital requirements for at least the next 12 months. However, we cannot assure you that we will not require additional funds prior to such time, and we would then seek to sell additional equity or debt securities through public financings, or seek alternative sources of financing. We cannot assure you that additional funding will be available on favorable terms, when needed, if at all. If we are unable to obtain any necessary additional financing, we may be required to further reduce the scope of our planned sales and marketing and product development efforts, which could materially adversely affect our business, financial condition and operating results. In addition, we may require additional funds in order to fund more rapid expansion, to develop new or enhanced services or products, or to invest in or acquire complementary businesses, technologies, services or products.

## Contractual Obligations and Commitments

We do not have any special purposes entities, and other than operating leases, which are described below we do not engage in off-balance sheet financing arrangements.

We lease facilities and certain equipment under agreements accounted for as operating leases. These leases generally require us to pay all executory costs such as maintenance and insurance. Rental expense for operating leases for the years ended December 31, 2014 and 2013 was approximately \$9.5 million and \$9.3 million, respectively.



As of December 31, 2014, our principal commitments were approximately \$23.4 million under various operating leases, of which approximately \$9.4 million is due in 2015. We currently expect that our principal commitments for the year ending December 31, 2015 will not exceed approximately \$10.0 million in the aggregate.

Our contractual obligations at December 31, 2014 are summarized as follows (amounts in thousands):

Contractual Obligations	Payments Due by Period				
	Total	Less Than 1 Year	1 – 3 Years	3 – 5 Years	More Than 5 Years
Operating leases	\$23,447	\$9,420	\$12,260	\$1,363	\$404
Total	\$23,447	\$9,420	\$12,260	\$1,363	\$404

#### Capital Expenditures

In 2014, we incurred costs related to the continued expansion of our co-location facilities and office build-outs of approximately \$5.5 million. We expect to incur additional costs in 2015 related to the continued expansion of our co-location facilities including the addition of two data centers in Australia and office build-outs to support our growth. Our total capital expenditures are not currently expected to exceed \$15.0 million in 2015. We anticipate that our current cash and cash equivalents and cash from operations will be sufficient to fund these capital expenditures.

#### Indemnifications

We enter into service and license agreements in the ordinary course of business. Pursuant to some of these agreements, we agree to indemnify certain customers from and against certain types of claims and losses suffered or incurred by them as a result of using our products.

We also have agreements whereby our executive officers and directors are indemnified for certain events or occurrences while the officer or director is, or was serving, at our request in such capacity. The maximum potential amount of future payments we could be required to make under these indemnification agreements is unlimited; however, we have a directors and officers insurance policy that reduces our exposure and enables us to recover a portion of any future amounts paid. As a result of our insurance policy coverage, we believe the estimated fair value of these indemnification agreements is minimal. Currently, we have no liabilities recorded for these agreements as of December 31, 2014.

#### Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments and assumptions that management believes are reasonable based upon the information available. We base these estimates on our historical experience, future expectations and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments that may not be readily apparent from other sources. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods.

We believe that the assumptions and estimates associated with revenue recognition, stock-based compensation, accounts receivable, the valuation of goodwill and intangible assets, income taxes and legal contingencies have the greatest potential impact on our consolidated financial statements. We evaluate these estimates on an ongoing basis. Actual results could differ from those estimates under different assumptions or conditions, and any differences could be material. For further information on all of our significant accounting policies, see Note 1 of the Notes to Consolidated Financial Statements under Item 8.

#### Revenue Recognition

The majority of our revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. Because we provide our application as a service, we follow the provisions of ASC 605-10-S99, "Revenue Recognition" and ASC 605-25, "Revenue Recognition with Multiple-Element Arrangements." We charge a monthly fee, which varies by type of service, the level of customer usage and website traffic, and in some cases, the number of orders placed via our online engagement solutions.

For certain of our larger customers, we may provide call center labor through an arrangement with one or more of several qualified vendors. For most of these customers, we pass the fee we incur with the labor provider and our fee for the hosted services through to our customers in the form of a fixed fee for each order placed via our online engagement solutions. For these Pay for Performance (“PPF”) arrangements, in accordance with ASC 605-45, “Principal Agent Considerations,” we record revenue for transactions in which we act as an agent on a net basis, and revenue for transactions in which we act as a principal on a gross basis.

We also sell certain of the LivePerson services directly via Internet download. These services are marketed as LiveEngage for small to medium-sized businesses (“SMBs”), and are paid for almost exclusively by credit card. Credit card payments accelerate cash flow and reduce our collection risk, subject to the merchant bank’s right to hold back cash pending settlement of the transactions. Sales of LiveEngage may occur with or without the assistance of an online sales representative, rather than through face-to-face or telephone contact that is typically required for traditional direct sales.

We recognize monthly service revenue based upon the fee charged for the LivePerson services, provided that there is persuasive evidence of an arrangement, no significant Company obligations remain, collection of the resulting receivable is probable and the amount of fees to be paid is fixed or determinable. Our service agreements typically have twelve month terms and, in some cases, are terminable or may terminate upon 30 to 90 days’ notice without penalty. When professional service fees add value to the customer on a standalone basis, we recognize professional service fees upon completion and customer acceptance. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is based on: (a) vendor-specific objective evidence; (b) third-party evidence; or (c) estimates. If a professional services arrangement does not qualify for separate accounting, we recognize the fees, and the related labor costs, ratably over the contracted period.

For revenue from our Consumer segment generated from online transactions between Experts and Users, we recognize revenue net of Expert fees in accordance with ASC 605-45, “Principal Agent Considerations,” due primarily to the fact that the Expert is the primary obligor. Additionally, we perform as an agent without any risk of loss for collection, and are not involved in selecting the Expert or establishing the Expert’s fee. We collect a fee from the consumer and retain a portion of the fee, and then remit the balance to the Expert. Revenue from these transactions is recognized when there is persuasive evidence of an arrangement, no significant Company obligations remain, collection of the resulting receivable is probable and the amount of fees to be paid is fixed or determinable.

#### Stock-Based Compensation

We follow ASC 718-10, “Stock Compensation,” which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

As of December 31, 2014, there was approximately \$28.6 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted average period of approximately 2.7 years.

#### Accounts Receivable

Our customers are located primarily in the United States. We perform ongoing credit evaluations of our customers’ financial condition (except for customers who purchase the LivePerson services by credit card via Internet download) and have established an allowance for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information that we believe to be reasonable, although they may change in the future. If there is a deterioration of a customer’s credit worthiness or actual write-offs are higher than our historical experience, our estimates of recoverability for these receivables could be adversely affected. Although our large number of customers limits our concentration of credit risk we do have several large customers. If we experience a significant write-off from one of these large customers, it could have a material adverse impact on our consolidated financial statements. No single customer accounted for or exceeded 10% of our total revenue in 2014, 2013 or 2012. One customer accounted for approximately 22% and 12% of accounts receivable at December 31, 2014 and 2013, respectively. We increased our allowance for doubtful accounts by \$0.1 million to approximately \$1.3 million, principally due to an increase in sales.

A large proportion of receivables are due from larger corporate customers that typically have longer payment cycles.

#### Goodwill

In accordance with ASC 350, “Goodwill and Other Intangible Assets,” goodwill and indefinite-lived intangible assets are not amortized, but reviewed for impairment upon the occurrence of events or changes in circumstances that would reduce the fair value below its carrying amount. Goodwill is required to be tested for impairment at least annually. In September 2011, the FASB issued ASU No. 2011-08, Intangibles — Goodwill and Other (Topic 350). ASU 2011-08 permits an entity to first assess qualitative factors to determine whether it is “more likely than not” that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. If it is determined that the fair value of a reporting unit is more likely than not to be less than its carrying value (including unrecognized intangible assets) than it is necessary to perform the second step of the goodwill impairment test. The second step of the goodwill impairment test is judgmental in nature and often involves the use of significant estimates and assumptions. Similarly, estimates and assumptions are used in determining the fair value of other intangible assets. These estimates and assumptions could have a significant impact on whether

or not an impairment charge is recognized and also the magnitude of any such charge. We perform internal valuation analyses and consider other market information that is publicly available. Estimates of fair value are primarily determined using discounted cash flows and market comparisons. These approaches use significant estimates and assumptions including projected future cash flows (including timing), discount rates reflecting the risk inherent in future cash flows, perpetual growth rates, determination of appropriate market comparables and the determination of whether a premium or discount should be applied to comparables.

We evaluate for goodwill impairment annually at September 30<sup>th</sup> and at the end of the third quarter of 2014, we determined that it is not more-likely that the fair value of the reporting units is less than their carrying amount. Accordingly, we did not perform the two-step goodwill impairment test.

#### Impairment of Long-Lived Assets

In accordance with ASC 360-10, "Accounting for the Impairment or Disposal of Long-Lived Assets," long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. The Company does not have any long-lived assets, including intangible assets, which it considered to be impaired.

#### Legal Contingencies

We are subject to legal proceedings and litigation arising in the ordinary course of business. Periodically, we evaluate the status of each legal matter and assess our potential financial exposure. If the potential loss from any legal proceeding or litigation is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required to determine the probability of a loss and whether the amount of the loss is reasonably estimable. The outcome of any proceeding is not determinable in advance. As a result, the assessment of a potential liability and the amount of accruals recorded are based only on the information available at the time. As additional information becomes available, we reassess the potential liability related to the legal proceeding or litigation, and may revise our estimates. Any revisions could have a material effect on our results of operations. See Note 13, Legal Matters, of the Notes to the Consolidated Financial Statements under Item 8 for additional information on our legal proceedings and litigation.

#### Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes most existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP. The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). We will adopt this guidance at the beginning of its first quarter of fiscal year 2017. Adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or disclosures.

In April 2014, the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." The amendments contained in this update change the criteria for reporting discontinued operations and enhances the reporting requirements for discontinued operations. Under the revised standard, a discontinued operation must represent a strategic shift that has or will have a major effect on an entity's operations and financial results. The revised standard will also allow an entity to have certain continuing cash flows or involvement with the component after the disposal. Additionally, the standard requires expanded disclosures about discontinued operations

that will provide financial statement users with more information about the assets, liabilities and expenses of discontinued operations. This ASU is effective for reporting periods beginning after December 15, 2014 with early adoption permitted, but only for disposals that have not been reported in financial statements previously issued or available for issue. We will adopt this guidance at the beginning of the first quarter of fiscal year 2015.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Currency Rate Fluctuations

As a result of the expanding scope of our Israeli operations, our currency rate fluctuation risk associated with the exchange rate movement of the U.S. dollar against the New Israeli Shekel (“NIS”) has increased. For the year ended December 31, 2014, the U.S. dollar remained flat as compared to the NIS. For the year ended December 31, 2013, expenses generated by our Israeli operations totaled approximately \$53.8 million. During 2014, we did not hedge our foreign currency risk exposure relating to the NIS. We actively monitor the movement of the U.S. dollar against the NIS, Pound Sterling, Euro, AUS dollar and Japanese Yen and have considered the use of financial instruments, including but not limited to derivative financial instruments, which could mitigate such risk. If we determine that our risk of exposure materially exceeds the potential cost of derivative financial instruments, we may in the future enter in to these types of investments. The functional currency of our wholly-owned Israeli subsidiaries, LivePerson Ltd. (formerly HumanClick Ltd.) and Kasamba Ltd., is the U.S. dollar; the functional currency of our operations in the United Kingdom is the Pound Sterling; the functional currency of our operations in the Netherlands and Germany is the Euro; the functional currency of our operations in Australia is the Australian Dollar; the functional currency of our operations in Japan is the Japanese Yen.

Collection Risk

Our accounts receivable are subject, in the normal course of business, to collection risks. We regularly assess these risks and have established policies and business practices to protect against the adverse effects of collection risks. During 2014, we increased our allowance for doubtful accounts from \$1.2 million to approximately \$1.3 million, principally due to an increase in sales. A large proportion of receivables are due from larger corporate customers that typically have longer payment cycles. During 2013, we increased our allowance for doubtful accounts by approximately \$0.5 million to approximately \$1.2 million, principally due to an increase in accounts receivable as a result of increased sales. We base our allowance for doubtful accounts on specifically identified credit risks of customers, historical trends and other information that we believe to be reasonable.

Interest Rate Risk

Our investments consist of cash and cash equivalents. Therefore, changes in the market’s interest rates do not affect in any material respect the value of the investments as recorded by us.

Inflation Rate Risk

We do not believe that inflation has had a material effect on our business, financial conditions or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Item 8. Consolidated Financial Statements and Supplementary Data  
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

LivePerson, Inc.

New York, New York

We have audited the accompanying consolidated balance sheets of LivePerson, Inc. as of December 31, 2014 and 2013 and the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion. In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of LivePerson, Inc. at December 31, 2014 and 2013, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), LivePerson, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and our report dated March 12, 2015 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

New York, New York

March 12, 2015

LIVEPERSON, INC.  
CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)

	December 31,	
	2014	2013
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$49,372	\$91,906
Accounts receivable, net of allowance for doubtful accounts of \$1,275 and \$1,165, in 2014 and 2013, respectively	31,382	29,489
Prepaid expenses and other current assets	10,374	6,361
Deferred tax assets, net	2,575	5,426
Total current assets	93,703	133,182
Property and equipment, net	19,583	17,618
Intangibles, net	32,620	13,088
Goodwill	80,848	32,724
Deferred tax assets, net	10,762	6,243
Other assets	2,301	2,235
Total assets	\$239,817	\$205,090
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$8,985	\$10,139
Accrued expenses	37,772	25,419
Deferred revenue	11,992	8,747
Total current liabilities	58,749	44,305
Deferred revenue, net of current	—	468
Other liabilities	731	1,264
Total liabilities	59,480	46,037
Commitments and contingencies (See Note 10)		
<b>STOCKHOLDERS' EQUITY (See Note 11):</b>		
Common stock	57	54
Additional paid-in capital	274,046	244,621
Treasury stock	(1	) —
Accumulated deficit	(92,627	) (85,279
Accumulated other comprehensive loss	(1,138	) (343
Total stockholders' equity	180,337	159,053
Total liabilities and stockholders' equity	\$239,817	\$205,090
See notes to consolidated financial statements.		

LIVEPERSON, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	Year Ended December 31,		
	2014	2013	2012
Revenue	\$209,931	\$177,805	\$157,409
Costs and expenses: <sup>(1) (2)</sup>			
Cost of revenue	52,703	42,555	35,579
Sales and marketing	83,253	62,488	49,614
General and administrative	40,192	39,968	31,606
Product development	37,329	36,397	30,051
Amortization of purchased intangibles	1,621	871	218
Total costs and expenses	215,098	182,279	147,068
(Loss) income from operations	(5,167	) (4,474	) 10,341
Other (expense) income	(322	) 337	376
(Loss) income before provision for (benefit from) income taxes	(5,489	) (4,137	) 10,717
Provision for (benefit from) income taxes	1,859	(638	) 4,362
Net (loss) income	(7,348	) (3,499	) 6,355
Net (loss) income per share of common stock:			
Basic	\$(0.13	) \$(0.06	) \$0.11
Diluted	\$(0.13	) \$(0.06	) \$0.11
Weighted-average shares used to compute net (loss) income per share:			
Basic	54,478,754	54,725,236	55,292,597
Diluted	54,478,754	54,725,236	57,131,041
(1) Amounts include stock compensation expense, as follows:			
Cost of revenue	1,492	1,954	1,579
Sales and marketing	3,399	2,851	2,878
General and administrative	3,809	4,148	3,294
Product development	3,606	3,555	2,964
(2) Amounts include depreciation expense, as follows:			
Cost of revenue	6,658	5,894	5,970
Sales and marketing	871	91	76
General and administrative	820	1,421	538
Product development	722	684	745
See notes to consolidated financial statements.			

LIVEPERSON, INC.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME  
 (IN THOUSANDS)

	Year Ended December 31,		
	2014	2013	2012
Net (loss) income	\$ (7,348	) \$ (3,499	) \$ 6,355
Foreign currency translation adjustment	(795	) 10	(19
Comprehensive (loss) income	\$ (8,143	) \$ (3,489	) \$ 6,336

See notes to consolidated financial statements.

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LIVEPERSON, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(IN THOUSANDS, EXCEPT SHARE DATA)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Shares	Amount	Shares	Amount				
Balance at December 31, 2011	54,090,344	\$54	—	\$—	\$226,113	\$ (88,135 )	\$ (334 )	\$ 137,698
Issuance of common stock in connection with LookIO acquisition	139,939	—	—	—	1,984	—	—	1,984
Common stock issued upon exercise of stock options	1,634,658	2	—	—	8,316	—	—	8,318
Stock-based compensation	—	—	—	—	10,715	—	—	10,715
Common stock issued under Employee Stock Purchase Plan	83,983	—	—	—	1,088	—	—	1,088
Tax benefit from exercise of employee stock options	—	—	—	—	4,104	—	—	4,104
Net income	—	—	—	—	—	6,355	—	6,355
Other comprehensive loss	—	—	—	—	—	—	(19 )	(19 )
Balance at December 31, 2012	55,948,924	56	—	—	252,320	(81,780 )	(353 )	170,243
Common stock issued upon exercise of stock options	771,810	—	—	—	4,870	—	—	4,870
Stock-based compensation	—	—	—	—	12,508	—	—	12,508
Common stock issued under Employee Stock Purchase Plan	155,388	—	—	—	1,443	—	—	1,443
Common stock repurchase	(2,391,362 )	(2 )	—	—	(26,713 )	—	—	(26,715 )
Tax benefit from exercise of employee stock options	—	—	—	—	193	—	—	193
Net loss	—	—	—	—	—	(3,499 )	—	(3,499 )
Other comprehensive income	—	—	—	—	—	—	10	10
Balance at December 31, 2013	54,484,760	54	—	—	244,621	(85,279 )	(343 )	159,053
Issuance of common stock in connection with CAO! acquisition	1,627,753	2	—	—	20,121	—	—	20,123
Common stock issued upon exercise of stock options	1,097,543	1	—	—	7,882	—	—	7,883
Stock-based compensation	—	—	—	—	12,306	—	—	12,306
Common stock issued under Employee Stock Purchase Plan	142,064	1	—	—	1,430	—	—	1,431
Common stock repurchase	(650,789 )	(1 )	(544,396 )	(1 )	(12,978 )	—	—	(12,980 )
Tax benefit from exercise of employee stock options	—	—	—	—	664	—	—	664

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Net loss	—	—	—	—	—	(7,348 )	—	(7,348 )
Other comprehensive loss	—	—	—	—	—	—	(795 )	(795 )
Balance at December 31, 2014	56,701,331	\$57	(544,396)	\$(1 )	\$274,046	\$ (92,627 )	\$ (1,138 )	\$180,337

See notes to consolidated financial statements.

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LIVEPERSON, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS, EXCEPT SHARE DATA)

	Year Ended December 31,		
	2014	2013	2012
<b>OPERATING ACTIVITIES:</b>			
Net (loss) income	\$(7,348 )	\$(3,499 )	\$6,355
Adjustments to reconcile net (loss) income to net cash provided by operating activities:			
Stock-based compensation expense	12,306	12,508	10,715
Depreciation	9,071	8,090	7,329
Amortization of purchased intangibles	5,090	2,643	580
Provision for doubtful accounts, net	1,843	457	20
Deferred income taxes	(1,736 )	(4,877 )	(2,871 )
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(1,354 )	(4,630 )	(664 )
Prepaid expenses and other current assets	(4,056 )	768	(1,086 )
Other assets	614	167	(164 )
Accounts payable	(1,528 )	(2,660 )	2,920
Accrued expenses	576	6,822	3,654
Deferred revenue	2,710	1,413	1,258
Other liabilities	(515 )	(244 )	(37 )
Net cash provided by operating activities	15,673	16,958	28,009
<b>INVESTING ACTIVITIES:</b>			
Purchases of property and equipment, including capitalized software	(10,589 )	(8,044 )	(11,221 )
Payments for acquisitions and intangible assets, net of cash acquired	(40,871 )	(130 )	(20,240 )
Investment in technology licenses	(3,451 )	—	—
Net cash used in investing activities	(54,911 )	(8,174 )	(31,461 )
<b>FINANCING ACTIVITIES:</b>			
Repurchase of common stock	(12,980 )	(26,715 )	—
Excess tax benefit from the exercise of employee stock options	664	193	4,104
Proceeds from issuance of common stock in connection with the exercise of options	9,314	6,313	9,406
Net cash (used in) provided by financing activities	(3,002 )	(20,209 )	13,510
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	(294 )	(8 )	3
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>	(42,534 )	(11,433 )	10,061
<b>CASH AND CASH EQUIVALENTS - Beginning of the year</b>	91,906	103,339	93,278
<b>CASH AND CASH EQUIVALENTS - End of the year</b>	\$49,372	\$91,906	\$103,339
<b>SUPPLEMENTAL DISCLOSURE OF OTHER CASH FLOW INFORMATION:</b>			
Cash paid for income taxes	\$4,386	\$1,163	\$1,556
<b>SUPPLEMENTAL DISCLOSURE OF NON CASH INVESTING AND FINANCING ACTIVITIES:</b>			
Purchase of property and equipment recorded in accounts payable	\$964	\$800	\$745
Issuance of 1,627,753 shares of common stock in connection with the acquisition of CAO! on November 7, 2014	\$20,121	\$—	\$—
	\$4,220	\$—	\$—

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Contingent earn-out in connection with the acquisition of CAO! recorded in accrued expenses			
Contingent earn-out in connection with the acquisition of Synchronite recorded in accrued expenses	\$ 1,810	\$—	\$—
Issuance of 109,517 shares of common stock in connection with the acquisition of LookIO on June 13, 2012	\$—	\$—	\$1,984
Contingent earn-out in connection with the acquisition of Engage paid in common stock recorded in accrued expenses	\$—	\$—	\$1,660

See notes to consolidated financial statements.

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business and Summary of Significant Accounting Policies

LivePerson, Inc. (the “Company” or “LivePerson”) was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced in November 1998. In April 2000, the Company completed an initial public offering and is currently traded on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange. LivePerson is headquartered in New York City with offices in Amsterdam, Atlanta, Berlin, London, Melbourne, Ra'anana, Redding (UK), San Francisco and Tokyo.

LivePerson provides digital engagement solutions offering a cloud-based platform which enables businesses to proactively connect with consumers through chat, voice, and content delivery, across multiple channels and screens, including websites, social media, and mobile devices. The Company’s engagements are driven by insights derived from a broad set of consumer and business data, including historical, behavioral, operational, and third party data. Each engagement is based on proprietary analytics and a real-time understanding of consumer needs and business objectives. The Company’s products, coupled with its domain knowledge and industry expertise, have been proven to maximize the effectiveness of the online channel — by increasing sales, as well as consumer satisfaction and loyalty ratings for their customers, while also enabling their customers to reduce consumer service costs.

LivePerson monitors and analyzes valuable online consumer behavioral data on behalf of its customers. Spanning the breadth of an online visitor session starting from an initial keyword search, through actions on their customer’s website, and even into a shopping cart and an executed sale, this data enables the Company to develop unique insights into consumer behavior during specific transactions within a customer’s user base.

The Company’s primary revenue source is from the sale of LivePerson services to businesses of all sizes. The Company also offers an online marketplace that connects independent service providers (“Experts”) who provide information and knowledge for a fee via real-time chat with individual consumers (“Users”).

Principles of Consolidation

The consolidated financial statements reflect the operations of LivePerson and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Reclassification

For comparability, certain 2013 and 2012 amounts have been reclassified where appropriate, to conform to the financial presentation in 2014.

Use of Estimates

The preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”) requires the Company’s management to make a number of estimates and assumptions relating to the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the period. Significant items subject to such estimates and assumptions include revenue recognition, stock-based compensation, accounts receivable, the valuation of goodwill and intangible assets, income taxes and legal contingencies. Actual results could differ from those estimates.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable which approximate fair value at December 31, 2014 because of the short-term nature of these instruments. The Company invests its cash and cash equivalents with financial institutions that it believes are of high quality, and the Company performs periodic evaluations of these instruments and the relative credit standings of the institutions with which it invests. At certain times, the Company’s cash balances with any one financial institution may exceed Federal Deposit Insurance Corporation insurance limits. The Company believes it mitigates its risk by depositing its cash balances with high credit, quality financial institutions.

The Company’s customers are located primarily in the United States. The Company performs ongoing credit evaluations of its customers’ financial condition (except for customers who purchase the LivePerson services by credit

card via Internet download) and has established an allowance for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information. Concentration of credit risk is limited due to the Company's large number of customers. No single customer accounted for or exceeded 10% of revenue in 2014, 2013 or 2012. One customer accounted for approximately 22% and 12% of accounts receivable at December 31, 2014 and 2013, respectively.

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business and Summary of Accounting Policies (Continued)

Foreign Currency Translation

The Company's operations are conducted in various countries around the world and the financial statements of its foreign subsidiaries are reported in the applicable foreign currencies (functional currencies). Financial information is translated from the applicable functional currency to the U.S. dollar (the reporting currency) for inclusion in the Company's consolidated financial statements. Income, expenses and cash flows are translated at weighted average exchange rates prevailing during the fiscal period, and assets and liabilities are translated at fiscal period-end exchange rates. Resulting translation adjustments are included as a component of accumulated other comprehensive income (loss) in stockholders' equity. Foreign exchange transaction gain or losses are included in Other Income, net in the accompanying consolidated statements of operations.

Cash and Cash Equivalents

The Company considers all highly liquid securities with original maturities of 3 months or less when acquired to be cash equivalents. Cash equivalents, which primarily consist of money market funds, are recorded at cost, which approximates fair value.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company determines the allowance based on historical write-off experience. The Company reviews its allowance for doubtful accounts monthly. Past due balances over 90 days and over a specified amount are reviewed individually for collectability. All other balances are reviewed on a pooled basis. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance sheet credit exposure related to its customers. The activity in the allowance for for doubtful accounts is as follows (amounts in thousands):

Year Ended December 31,	Beginning Balance	Additions Charged to Costs and Expenses	Deductions / Write-Offs	Ending Balance
2012	\$ 688	\$ 20	\$ —	\$ 708
2013	\$ 708	\$ 457	\$ —	\$ 1,165
2014	\$ 1,165	\$ 1,337	\$ (1,227)	\$ 1,275

Property and Equipment

Property and equipment are stated at cost, net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets, generally three to five years for equipment and software. Leasehold improvements are depreciated using the straight-line method over the shorter of the lease term or the estimated useful life of the asset. Depreciation expense totaled \$9.1 million, \$8.1 million, and \$7.3 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Internal-Use Software Development Costs

In accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350-40, Internal-Use Software, the Company capitalizes its costs to develop its internal use software when preliminary development efforts are successfully completed, management has authorized and committed project funding, and its probable that the project will be completed and the software will be used as intended. These costs are included in property and equipment in the Company's consolidated balance sheets and are amortized on a straight-line basis over the estimated useful life of the related asset, which approximates three years. Costs incurred prior to meeting these criteria, together with costs incurred for training and maintenance, are expensed as incurred.

The Company capitalized internal-use software costs of \$2.5 million, \$2.6 million, and \$2.4 million for the years ended December 31, 2014, 2013 and 2012, respectively.

Goodwill and Intangible Assets

In accordance with ASC 350, Goodwill and Other Intangible Assets, goodwill and indefinite-lived intangible assets are not amortized, but reviewed for impairment upon the occurrence of events or changes in circumstances that would reduce the fair value below its carrying amount. Goodwill is required to be tested for impairment at least annually. In September 2011, the FASB issued ASU No. 2011-8, "Intangibles — Goodwill and Other (Topic 350)." ASU 2011-8 permits an entity to first assess qualitative factors to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount as a

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 1. Description of Business and Summary of Accounting Policies (Continued)

basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. If it is determined that the fair value of a reporting unit is more likely than not to be less than its carrying value (including unrecognized intangible assets) then it is necessary to perform the second step of the goodwill impairment test. The second step of the goodwill impairment test is judgmental in nature and often involves the use of significant estimates and assumptions. Similarly, estimates and assumptions are used in determining the fair value of other intangible assets. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. The Company performs internal valuation analyses and considers other market information that is publicly available. Estimates of fair value are primarily determined using discounted cash flows and market comparisons. These approaches use significant estimates and assumptions including projected future cash flows (including timing), discount rates reflecting the risk inherent in future cash flows, perpetual growth rates, determination of appropriate market comparables and the determination of whether a premium or discount should be applied to comparables. ASC 350-10 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with ASC 360-10-35, "Accounting for Impairment or Disposal of Long-Lived Assets."

The Company evaluates for goodwill impairment annually at September 30<sup>th</sup> and at the end of the third quarter of 2014, the Company determined that it is not more-likely that the fair value of the reporting units is less than their carrying amount. Accordingly, the Company did not perform the two-step goodwill impairment test.

**Impairment of Long-Lived Assets**

In accordance with ASC 360-10, "Accounting for the Impairment or Disposal of Long-lived Assets," long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. The Company does not have any long-lived assets, including intangible assets, which it considered to be impaired.

**Fair Value of Financial Instruments**

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. Cash and cash equivalents, accounts receivable, security deposits and accounts payable carrying amounts approximate fair value because of the short maturity of these instruments.

**Revenue Recognition**

The majority of the Company's revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. Because the Company provides its application as a service, the Company follows the provisions of FASB Accounting Standards Codification ("ASC") 605-10-S99, "Revenue Recognition" and ASC 605-25, "Revenue Recognition with Multiple-Element Arrangements." The Company charges a monthly fee, which varies by type of service, the level of customer usage and website traffic, and in some cases, the number of orders placed via the Company's online engagement solutions.

For certain of the Company's larger customers, the Company may provide call center labor through an arrangement with one or more of several qualified vendors. For most of these customers, the Company passes the fee it incurs with the labor provider and its fee for the hosted services through to its customers in the form of a fixed fee for each order placed via the Company's online engagement solutions. For these Pay for Performance ("PFP") arrangements, in accordance with ASC 605-45, "Principal Agent Considerations," the Company records revenue for transactions in which it acts as an agent on a net basis, and revenue for transactions in which it acts as a principal on a gross basis.

The Company also sells certain of the LivePerson services directly via Internet download. These services are marketed as LiveEngage for small to medium-sized businesses ("SMBs"), and are paid for almost exclusively by credit card. Credit card payments accelerate cash flow and reduce the Company's collection risk, subject to the merchant bank's right to hold back cash pending settlement of the transactions. Sales of LiveEngage may occur with or without

the assistance of an online sales representative, rather than through face-to-face or telephone contact that is typically required for traditional direct sales.

The Company recognizes monthly service revenue based upon the fee charged for the LivePerson services, provided that there is persuasive evidence of an arrangement, no significant Company obligations remain, collection of the resulting receivable is probable and the amount of fees to be paid is fixed or determinable. The Company's service agreements typically have 12 month terms and, in some cases, are terminable or may terminate upon 30 to 90 days' notice without penalty. When professional service fees add value to the customer on a standalone basis, the Company recognizes professional service fees upon completion and

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 1. Description of Business and Summary of Accounting Policies (Continued)

customer acceptance. This guidance establishes a selling price hierarchy for determining the selling price of a deliverable, which is based on: (a) vendor-specific objective evidence; (b) third-party evidence; or (c) best estimated selling price. If a professional services arrangement does not qualify for separate accounting, the Company recognizes the fees, and the related labor costs, ratably over the contracted period.

For revenue from our Consumer segment generated from online transactions between Experts and Users, the Company recognizes revenue net of the Expert fees in accordance with ASC 605-45, "Principal Agent Considerations," due primarily to the fact that the Expert is the primary obligor. Additionally, the Company performs as an agent without any risk of loss for collection, and is not involved in selecting the Expert or establishing the Expert's fee. The Company collects a fee from the User and retains a portion of the fee, and then remits the balance to the Expert. Revenue from these transactions is recognized when there is persuasive evidence of an arrangement, no significant Company obligations remain, collection of the resulting receivable is probable and the amount of fees to be paid is fixed and determinable.

**Advertising Costs**

The Company expenses the cost of advertising and promoting its services as incurred. Such costs totaled approximately \$9.7 million, \$7.4 million, and \$6.4 million for the years ended December 31, 2014, 2013 and 2012, respectively.

**Stock-based Compensation**

In accordance with ASC Topic 718 - Stock Compensation, the Company measures stock based awards at fair value and recognizes compensation expense for all share-based payment awards made to its employees and directors, including employee stock options.

The Company estimates the fair value of stock options granted using the Black-Scholes valuation model. This model requires the Company to make estimates and assumptions including, among other things, estimates regarding the length of time an employee will retain vested stock options before exercising them, the estimated volatility of its common stock price and the number of options that will be forfeited prior to vesting. The fair value is then recognized on a straight line basis over the requisite service period of the award, which is generally four years. Changes in these estimates and assumptions can materially affect the determination of the fair value of the stock-based compensation and consequently, the related amount recognized in the consolidated statement of operations.

**Deferred Rent**

The Company records rent expense on a straight-line basis over the term of the related lease. The difference between the rent expense recognized for financial reporting purposes and the actual payments made in accordance with the lease agreement is recognized as deferred rent liability on the Company's consolidated balance sheets.

**Income Taxes**

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in results of operations in the period that the tax change occurs. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

**Comprehensive Income (Loss)**

In accordance with ASC 220 Comprehensive Income, the Company reports by major components and as a single total, the change in its net assets during the period from non-owner sources. Comprehensive income consists of net income (loss), accumulated other comprehensive income (loss), which includes certain changes in equity that are excluded from net income (loss). The Company's comprehensive income (loss) for all periods presented is related to the effect of foreign currency translation.

Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes most existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business and Summary of Accounting Policies (Continued)

the revenue recognition process than are required under existing GAAP. The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The Company will adopt this guidance at the beginning of its first quarter of fiscal year 2017. Adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements or disclosures.

In April 2014, the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." The amendments contained in this update change the criteria for reporting discontinued operations and enhances the reporting requirements for discontinued operations. Under the revised standard, a discontinued operation must represent a strategic shift that has or will have a major effect on an entity's operations and financial results. The revised standard will also allow an entity to have certain continuing cash flows or involvement with the component after the disposal. Additionally, the standard requires expanded disclosures about discontinued operations that will provide financial statement users with more information about the assets, liabilities and expenses of discontinued operations. This ASU is effective for reporting periods beginning after December 15, 2014 with early adoption permitted, but only for disposals that have not been reported in financial statements previously issued or available for issue. The Company will adopt this guidance at the beginning of its first quarter of fiscal year 2015.

2. Net Income (Loss) per Share

The Company calculates earnings per share ("EPS") in accordance with the provisions of ASC 260-10 and the guidance of SEC Staff Accounting Bulletin ("SAB") No. 98. Under ASC 260-10, basic EPS excludes dilution for common stock equivalents and is computed by dividing net income or loss attributable to common shareholders by the weighted average number of common shares outstanding for the period. All options, warrants or other potentially dilutive instruments issued for nominal consideration are required to be included in the calculation of basic and diluted net income attributable to common stockholders. Diluted EPS is calculated using the treasury stock method and reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock and resulted in the issuance of common stock.

Diluted net loss per common share for the year ended December 31, 2014 does not include the effect of options to purchase 10,769,149 shares of common stock as the effect of their inclusion is anti-dilutive. Diluted net income per common share for the year ended December 31, 2013 does not include the effect of options to purchase 9,724,193 shares of common stock as the effect of their inclusion is anti-dilutive. Diluted net income per common share for the year ended December 31, 2012 includes the effect of options to purchase 4,865,957 shares of common stock with a weighted average exercise price of \$6.8. Diluted net income per common share for the year ended December 31, 2012 does not include the effect of options to purchase 4,975,525 shares of common stock as the effect of their inclusion is anti-dilutive.

A reconciliation of shares used in calculating basic and diluted earnings per share follows:

	Year Ended December 31,		
	2014	2013	2012
Basic	54,478,754	54,725,236	55,292,597
Effect of assumed exercised options	—	—	1,838,444
Diluted	54,478,754	54,725,236	57,131,041

3. Segment Information

The Company accounts for its segment information in accordance with the provisions of ASC 280-10, "Segment Reporting." ASC 280-10 establishes annual and interim reporting standards for operating segments of a company. ASC

280-10 requires disclosures of selected segment-related financial information about products, major customers, and geographic areas based on the Company's internal accounting methods. The Company is organized into two operating segments for purposes of making operating decisions and assessing performance. The Business segment facilitates real-time online interactions — chat, voice and content delivery across multiple channels and screens for global corporations of all sizes. The Consumer segment facilitates online transactions between Experts and Users and sells its services to consumers. Both segments currently generate their revenue primarily in the U.S. The chief operating decision-maker evaluate performance, make operating decisions, and allocate resources based on the operating income of each segment. The reporting segments follow the same accounting polices used in the preparation of the

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Segment Information - (Continued)

Company's consolidated financial statements which are described in the summary of significant accounting policies. The Company allocates cost of revenue, sales and marketing and amortization of purchased intangibles to the segments, but it does not allocate product development expenses, general and administrative expenses and income tax expense because management does not use this information to measure performance of the operating segments. There are currently no intersegment sales.

Summarized financial information by segment for the year ended December 31, 2014, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
Revenue:				
Hosted services – Business	\$172,783	\$—	\$—	\$172,783
Hosted services – Consumer	—	16,629	—	16,629
Professional services	20,519	—	—	20,519
Total revenue	193,302	16,629	—	209,931
Cost of revenue	50,192	2,511	—	52,703
Sales and marketing	77,118	6,135	—	83,253
Amortization of purchased intangibles	1,621	—	—	1,621
Unallocated corporate expenses	—	—	77,521	77,521
Operating income (loss)	\$64,371	\$7,983	\$(77,521)	\$(5,167)

Summarized financial information by segment for the year ended December 31, 2013, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
Revenue:				
Hosted services – Business	\$150,004	\$—	\$—	\$150,004
Hosted services – Consumer	—	15,091	—	15,091
Professional services	12,710	—	—	12,710
Total revenue	162,714	15,091	—	177,805
Cost of revenue	40,132	2,423	—	42,555
Sales and marketing	57,011	5,477	—	62,488
Amortization of purchased intangibles	871	—	—	871
Unallocated corporate expenses	—	—	76,365	76,365
Operating income (loss)	\$64,700	\$7,191	\$(76,365)	\$(4,474)

Summarized financial information by segment for the year ended December 31, 2012, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
Revenue:				
Hosted services – Business	\$132,310	\$—	\$—	\$132,310
Hosted services – Consumer	—	15,111	—	15,111
Professional services	9,988	—	—	9,988
Total revenue	142,298	15,111	—	157,409
Cost of revenue	33,450	2,129	—	35,579
Sales and marketing	44,087	5,527	—	49,614
Amortization of purchased intangibles	218	—	—	218

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Unallocated corporate expenses	—	—	61,657	61,657
Operating income (loss)	\$64,543	\$7,455	\$(61,657 )	\$10,341

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Segment Information - (Continued)

Geographic Information

The Company is domiciled in the United States and has international operations in the United Kingdom, Asia-Pacific, Latin America and Western Europe, particularly France and Germany. The following table presents the Company's revenues attributable to domestic and foreign operations for the years ended (amounts in thousands):

	December 31,		
	2014	2013	2012
United States	\$138,533	\$116,819	\$112,928
Other Americas <sup>(1)</sup>	10,508	8,444	6,173
Total Americas	149,041	125,263	119,101
EMEA <sup>(2)</sup>	44,506	35,665	28,514
APAC <sup>(3)</sup>	16,384	16,877	9,794
Total revenue	\$209,931	\$177,805	\$157,409

<sup>(1)</sup> Canada, Latin America and South America

<sup>(2)</sup> Europe, the Middle East and Africa ("EMEA")

<sup>(3)</sup> Asia-Pacific ("APAC")

The following table presents the Company's long-lived assets by geographic region for the years ended (amounts in thousands):

	December 31,	
	2014	2013
United States	\$101,068	\$34,422
Israel	18,982	22,580
Australia	16,438	9,827
Netherlands	7,686	3,540
Other <sup>(1)</sup>	1,940	1,539
Total long-lived assets	\$146,114	\$71,908

<sup>(1)</sup> United Kingdom, Germany and Japan

4. Property and Equipment

The following table presents the detail of property and equipment for the periods presented (amounts in thousands):

	December 31,	
	2014	2013
Computer equipment and software	\$55,293	\$45,790
Furniture, equipment and building improvements	9,439	7,906
	64,732	53,696
Less: accumulated depreciation	(45,149)	(36,078)
Total	\$19,583	\$17,618

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 5. Goodwill and Intangible Assets

## Goodwill

The changes in the carrying amount of goodwill for the year ended December 31, 2014 are as follows (amounts in thousands):

	Business	Consumer	Total
Balance as of December 31, 2013	\$24,700	\$8,024	\$32,724
Adjustments to goodwill:			
Acquisitions	48,124	—	48,124
Balance as of December 31, 2014	\$72,824	\$8,024	\$80,848

The changes in the carrying amount of goodwill for the year ended December 31, 2013 are as follows (amounts in thousands):

	Business	Consumer	Total
Balance as of December 31, 2012	\$24,621	\$8,024	\$32,645
Adjustments to goodwill:			
Adjustments to Engage acquisition	79	—	79
Balance as of December 31, 2013	\$24,700	\$8,024	\$32,724

## Intangible Assets

Intangible assets are summarized as follows (see Note 7) (amounts in thousands):

	December 31, 2014			Weighted
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Average Amortization Period
Amortizing intangible assets:				
Technology	\$27,844	\$(11,303)	\$16,541	5.3 years
Customer relationships	16,008	(4,055)	11,953	7.9 years
Trade names	1,287	(817)	470	2.8 years
Non-compete agreements	1,446	(625)	821	2.3 years
Patents	3,290	(500)	2,790	9.9 years
Other	312	(267)	45	3.0 years
Total	\$50,187	\$(17,567)	\$32,620	
	December 31, 2013			Weighted
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Average Amortization Period
Amortizing intangible assets:				
Technology	\$18,533	\$(7,678)	\$10,855	3.8 years
Customer relationships	5,061	(3,148)	1,913	3.5 years
Trade names	725	(725)	—	2.7 years
Non-compete agreements	486	(486)	—	1.2 years
Patents	475	(189)	286	11.0 years
Other	285	(251)	34	3.0 years
Total	\$25,565	\$(12,477)	\$13,088	



LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Goodwill and Intangible Assets - (Continued)

Amortization expense is calculated over the estimated useful life of the asset. Aggregate amortization expense for intangible assets was \$5.1 million, \$2.6 million and \$0.6 million for the years ended December 31, 2014, 2013 and 2012, respectively. For the years ended December 31, 2014, 2013 and 2012, a portion of this amortization is included in cost of revenue. Estimated amortization expense for the next five years are as follows (amounts in thousands):

	Estimated Amortization Expense
2015	\$7,982
2016	6,755
2017	4,934
2018	2,815
2019	2,809
Thereafter	7,325
Total	\$32,620

6. Accrued Liabilities

The following table presents the detail of accrued liabilities for the periods presented (amounts in thousands):

	December 31,	
	2014	2013
Payroll and other employee related costs	\$15,373	\$13,090
Professional services, consulting and other vendor fees	9,258	6,769
Sales commissions	3,268	1,778
Contingent earn-out (Note 7)	6,940	1,660
Other	2,933	2,122
Total	\$37,772	\$25,419

7. Acquisitions

Amadesa Ltd.

On May 31, 2012, the Company acquired technology assets from Amadesa, Ltd., an Israeli-based start-up, for aggregate cash consideration of approximately \$10.3 million. The acquisition provides the Company with sophisticated, machine-learning predictive modeling that it expects to leverage across multiple engagement channels, enhancing its real-time intelligent engagement platform. The asset was allocated to "Intangibles, net" on the Company's December 31, 2012 balance sheet and is being amortized over its expected period of benefit. Total acquisition costs incurred were approximately \$0.5 million and are included in "Intangibles, net" on the Company's consolidated balance sheets.

LookIO, Inc.

On June 13, 2012, the Company acquired LookIO, Inc., a start-up that provides mobile engagement solutions. The transaction was accounted for under the purchase method of accounting and, accordingly, the operating results of LookIO, Inc. were included in the Company's consolidated results of operations from the date of acquisition. The purchase price was approximately \$2.9 million, which included the issuance of 109,517 shares of the Company's common stock valued at approximately \$2.0 million, based on the quoted market price of the Company's common stock on the day of closing, and a cash payment of \$0.9 million. Total acquisition costs incurred in the year ended December 31, 2012 were approximately \$0.2 million and are included in general and administrative expenses in the Company's consolidated statements of operations for the same period. The acquisition adds plug-and-play mobile engagement capabilities to LivePerson's platform allowing its customers to connect with consumers on mobile devices. All 109,517 shares are included in the weighted average shares outstanding used in basic and diluted net income per share as of the acquisition date. The purchase price was allocated based on management's estimate of fair values,



taking into account all relevant information available. A substantial amount of the purchase

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 7. Acquisitions - (continued)

price was allocated to intangibles (technology) and the excess was allocated to goodwill. The goodwill is not deductible for income tax purposes. The intangible asset is being amortized over its expected period of benefit. In addition to the purchase price, certain founders can earn an additional 30,422 shares of LivePerson common stock by achieving an employment milestone by providing continued services through a specified date. The Company valued these shares at approximately \$0.6 million, based on the quoted market price of the Company's common stock on the day of closing. In accordance with ASC 805-10, the Company is accruing this contingent compensation ratably over the requisite employment period.

## Engage Pty Ltd.

On November 9, 2012, the Company acquired all outstanding shares of Engage Pty Ltd. ("Engage"), an Australian provider of cloud-based customer contact solutions. The transaction was accounted for under the purchase method of accounting and, accordingly, the operating results of Engage were included in the Company's consolidated results of operations from the date of acquisition.

The purchase price was approximately \$10.6 million. The total acquisition costs incurred in the year ended December 31, 2012 were approximately \$0.5 million and are included in general and administrative expenses in the Company's Consolidated Statements of Income for the same period. The acquisition enhances the Company's ability to offer intelligent engagement solutions to businesses in the Asia Pacific region. Of the total purchase price, \$0.8 million was allocated to the net book values of the acquired assets and assumed liabilities. The historical carrying amounts of such assets and liabilities approximated their fair values. All receivables acquired are expected to be collectible. The purchase price in excess of the fair value of the net book values of the assets acquired and liabilities assumed was allocated to intangible assets based on management's best estimate of fair values, taking into account all relevant information available at the time of acquisition, and the excess was allocated to goodwill. The goodwill is not deductible for tax purposes. The intangible assets are being amortized over their expected period of benefit. The purchase price includes approximately \$1.7 million of potential earn-out consideration for the shareholders if certain revenue targets are achieved. The earn-out is payable in shares of LivePerson common stock and cash. The Company recorded the contingent earn-out as part of the purchase price. In accordance with ASC 480, the Company has classified this amount as a liability and the amount is included in accrued expenses in the December 31, 2014 and 2013 consolidated balance sheets, due to the variable number of shares that will be issued if and when the targets are achieved. The Company will assess the earn-out calculation in future periods and any future adjustments will affect operating income.

## NexGraph LLC

In March 2014, the Company acquired all the outstanding shares of NexGraph LLC ("NexGraph"), a company focused on analytic solutions, in exchange for aggregate cash consideration of \$0.5 million. Of the purchase price, \$0.1 million was allocated to Intangibles, net and \$0.4 million was allocated to Goodwill.

## Synchronite LLC

On June 2, 2014, the Company acquired Synchronite LLC ("Synchronite"), a German based start-up that provides co-browsing technology. The transaction was accounted for under the purchase method of accounting and, accordingly, the operating results of Synchronite were included in the Company's consolidated results of operations from the date of acquisition.

The allocation of the total purchase price of approximately \$4.1 million was based upon the estimated fair value of Synchronite's net tangible and identifiable intangible assets as of the date of acquisition. The total acquisition costs incurred were approximately \$0.4 million and are included in general and administrative expenses in the Company's consolidated statements of operations. Of the total purchase price, \$45,000 was allocated to the net book values of the acquired assets and assumed liabilities. The historical carrying amounts of such assets and liabilities approximated their fair values. All receivables acquired are expected to be collectible. The purchase price includes approximately \$2.7 million of goodwill and approximately \$1.5 million of intangible assets. The goodwill will be deductible for tax

purposes. The intangible assets are being amortized over their expected period of benefit. The purchase price includes \$1.8 million of potential earn-out consideration for the shareholders if complete product integration is achieved. The earn-out is payable in shares of LivePerson common stock and cash. The Company recorded the contingent earn-out as part of the purchase price. In accordance with ASC 480, the Company has classified this amount as a liability and the amount is included in accrued expenses in the December 31, 2014 consolidated balance sheet, due to the variable number of shares that will be issued if and when the targets are achieved. The Company has assessed this earn-out at December 31, 2014, with no change from the original estimate, and will assess the earn-out calculation in future periods and any future adjustments will affect operating income.

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 7. Acquisitions - (continued)

The components of the intangible assets are as follows (amounts in thousands):

	Weighted Average Useful Life (Months)	Amount
Technology	120	\$1,082
Trade-name	48	62
Customer relationships	84	247
Non-compete agreements	36	60
		\$1,451

## Contact At Once!, LLC

On November 7, 2014, the Company acquired Contact At Once!, LLC ("CAO!"), a software company with a cloud-based platform that instantly connects consumers with businesses through instant messaging, text messaging, chat, social media and video over the internet for consumer-to-business sales conversions. The transaction was accounted for under the purchase method of accounting and, accordingly, the operating results of CAO! were included in the Company's consolidated results of operations from the date of acquisition. The Company is in the process of finalizing all fair value and purchase accounting adjustments.

The allocation of the total purchase price of approximately \$67.0 million, which includes approximately \$42.8 million in cash, approximately \$20.0 million in shares of common stock and approximately \$4.2 million of potential earn-out consideration in cash, was based upon the estimated fair value of CAO!'s net tangible and identifiable intangible assets as of the date of acquisition. The historical carrying amounts of such assets and liabilities approximated their fair values. All receivables acquired are expected to be collectible. The purchase price includes approximately \$45.1 million of goodwill and approximately \$20.4 million of intangible assets. The goodwill will be deductible for tax purposes. The intangible assets are being amortized over their expected period of benefit. The purchase price includes \$4.2 million of potential earn-out consideration for the shareholders if certain targeted financial, strategic and integration objectives is achieved. The earn-out is payable in cash. The Company recorded the contingent earn-out as part of the purchase price. In accordance with ASC 480, the Company has classified this amount as a liability and is included in accrued expenses in the December 31, 2014 consolidated balance sheet. The Company has assessed this earn-out at December 31, 2014, with no change from the original estimate, and will assess the earn-out calculation in future periods and any future adjustments will affect operating income. The total acquisition costs incurred were approximately \$1.1 million and are included in general and administrative expenses in the Company's consolidated statements of operations.

Management's preliminary allocation of the purchase price in connection with the CAO! acquisition is as follows (amounts in thousands):

Cash	\$480	
Accounts receivable	2,694	
Other current assets	289	
Property and equipment	231	
Other assets	43	
Intangible assets	20,400	
Goodwill	45,064	
	69,201	
Liabilities assumed	(2,203	)
Total purchase price consideration	\$66,998	



LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 7. Acquisitions - (continued)

The components of the intangible assets are as follows (amounts in thousands):

	Weighted Average Useful Life (Months)	Amount
Technology	96	\$8,400
Trade-name	12	500
Customer relationships	120	10,700
Non-compete agreements	36	800
		\$20,400

## Unaudited Pro Forma Information:

The following gives pro forma effect to the 2014 acquisitions described above, as if they had occurred January 1, 2013 (in thousands except per share amounts):

	Years Ended December 31,	
	2014	2013
Revenues	\$230,894	\$195,600
Net loss	\$(6,467	) \$(5,737
Basic net loss per share	\$(0.12	) \$(0.10
Dilutive net loss per share	\$(0.12	) \$(0.10

The pro forma data is presented for informational purposes only and is not necessarily indicative of future results of operations or what the results of operations would have been had the 2014 acquisitions been consummated on the dates indicated. The pro forma net loss excludes \$1.4 million of acquisition related transaction costs in 2014.

## 8. Fair Value Measurements

The Company measures its cash equivalents at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Inputs reflect: quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 8. Fair Value Measurements - (continued)

The Company's assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of December 31, 2014 and December 31, 2013, are summarized as follows (amounts in thousands):

	December 31, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Cash equivalents:								
Money market funds	\$3,987	\$—	\$—	\$3,987	\$13,674	\$—	\$—	\$13,674
Total assets	\$3,987	\$—	\$—	\$3,987	\$13,674	\$—	\$—	\$13,674
Accrued liabilities:								
Contingent earn-out	\$—	\$—	\$6,940	\$6,940	\$—	\$—	\$1,660	\$1,660
Total liabilities	\$—	\$—	\$6,940	\$6,940	\$—	\$—	\$1,660	\$1,660

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions based on the best information available.

The Company's only asset that is measured at fair value on a recurring basis is money market funds, based on quoted market prices in active markets and therefore classified as level 1 within the fair value hierarchy. The Company's only liability that is measured at fair value on a recurring basis is the contingent earn-out and is classified as level 3 within the fair value hierarchy. On a nonrecurring basis, the Company uses fair value measures when analyzing asset impairment. Long-lived tangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If it is determined such indicators are present and the review indicates that the assets will not be fully recoverable, based on undiscounted estimated cash flows over the remaining amortization periods, their carrying values are reduced to estimated fair value. The Company uses an income approach and inputs that constitute level 3. During the third quarter of each year, the Company evaluates goodwill for impairment at the reporting unit level. The Company uses a combination of discounted cash flows and other qualitative factors in accordance with ASU No. 2011-08 to determine whether it is "more likely than not" that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This measurement is classified based on level 3 input.

The contingent earn-out balance in connection with the acquisition of Engage was \$0.9 million and \$1.7 million as of December 31, 2014 and 2013, respectively. This earn-out is based on the potential earn-out consideration if certain revenue targets are achieved. The contingent earn-out balance was increased by \$1.8 million in June 2014 in connection with the acquisition of Synchronite and \$4.2 million in November 2014 in connection with the acquisition of CAO!. The contingent earn-out amounts are recorded in accrued expense on the consolidated balance sheets as they are payable in 2015. The contingent earn-out relating to Synchronite is based on the fulfillment of a complete product integration and a minimum number of "Co-Browse" interactions per month. The contingent earn-out relating to CAO! is based on achieving certain targeted financial, strategic and integration objectives and milestones.

The changes in fair value of the Level 3 liabilities are as follows (amounts in thousands):

	Contingent Earn-Out	
	December 31, 2014	2013
Balance, Beginning of year	\$1,660	\$1,660
Synchronite addition (see Note 7)	1,810	—
CAO! addition (see Note 7)	4,220	—
Cash payment	(750)	—
Balance, End of year	\$6,940	\$1,660





LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 9. Investments

In February 2014, the Company purchased technology licenses and consulting services at fair value from a company in the amount of \$3.5 million. The Company will receive access to this company's patents as well as certain consulting services. During the year ended December 31, 2014, the Company allocated approximately \$2.8 million to intangible assets, which is being amortized over the life of the patents. The remaining amount was allocated to other assets.

## 10. Commitments and Contingencies

### Contractual Obligations

The Company leases facilities and certain equipment under agreements accounted for as operating leases. These leases generally require the Company to pay all executory costs such as maintenance and insurance. Rental expense for operating leases for the years ended December 31, 2014, 2013 and 2012 was approximately \$9.5 million, \$9.3 million and \$7.4 million, respectively.

Future minimum lease payments under non-cancellable operating leases (with an initial or remaining lease terms in excess of one year) are as follows (amounts in thousands):

Year Ending December 31,	Operating Leases
2015	\$9,420
2016	6,438
2017	3,985
2018	1,837
2019	1,363
Thereafter	404
Total minimum lease payments	\$23,447

### Capital Expenditures

Through December 31, 2013, the Company spent approximately \$29.6 million related to the build-out and expansion of its co-location facilities in the U.S. and Europe to host the LivePerson and Consumer services. In 2014, the Company incurred additional costs related to the continued expansion of its co-location facilities and office build-outs of approximately \$5.5 million. These amounts are included in "Assets — Property and equipment, net" on the Company's consolidated balance sheets. Though the Company expects to incur additional costs in 2015 related to the continued expansion of its co-location facilities and office build-outs to support its growth, its total capital expenditures are not currently expected to exceed \$15.0 million in 2015. The Company anticipates that its current cash and cash equivalents and cash from operations will be sufficient to fund its capital requirements.

### Employee Benefit Plans

The Company has a 401(k) defined contribution plan covering all eligible employees. The Company provides for employer matching contributions equal to 50% of employee contributions, up to the lesser of 5% of eligible compensation or \$6,000. Matching contributions are deposited in to the employees 401(k) account and are subject to 5 year graded vesting. Salaries and related expenses include \$0.9 million, \$0.8 million and \$0.7 million of employer matching contributions for the years ended December 31, 2014, 2013 and 2012, respectively.

### Indemnifications

The Company enters into service and license agreements in its ordinary course of business. Pursuant to some of these agreements, the Company agrees to indemnify certain customers from and against certain types of claims and losses suffered or incurred by them as a result of using the Company's products.

The Company also has agreements whereby its executive officers and directors are indemnified for certain events or occurrences while the officer or director is, or was serving, at the Company's request in such capacity. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a directors and officers insurance policy that reduces its exposure and enables

the Company to recover a portion of any future amounts paid. As a result of its insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is minimal. Currently, the Company has no liabilities recorded for these agreements as of December 31, 2014.

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 11. Stockholders' Equity

### Common Stock

At December 31, 2014, there were 100,000,000 shares of common stock authorized, and 56,701,331 shares issued and outstanding. As of December 31, 2013, there were 100,000,000 shares of common stock authorized, and 54,484,760 shares issued and outstanding. The par value for common shares is \$0.001.

### Preferred Stock

As of December 31, 2014 and 2013, there were 5,000,000 shares of preferred stock authorized, and zero shares issued and outstanding. The par value for preferred shares is \$0.001.

### Stock Repurchase Program

On December 10, 2012, the Company's Board of Directors approved a stock repurchase program through June 30, 2014. Under the stock repurchase program, the Company is authorized to repurchase shares of its common stock, in the open market or privately negotiated transactions, at times and prices considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations. On March 13, 2014, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from \$30.0 million to \$40.0 million. On July 23, 2014, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from \$40.0 million to \$50.0 million. On March 5, 2015, the Company's Board of Directors extended the expiration date of the program out to December 31, 2016. There were 1,195,185 shares repurchased under this program during 2014, of which 544,396 shares were recorded in treasury stock at par on the consolidated balance sheets as of December 31, 2014. As of December 31, 2014, approximately \$10.3 million remained available for purchase under the program.

### Stock-Based Compensation

The Company follows FASB ASC 718-10, "Stock Compensation," which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

The following table summarizes stock-based compensation expense related to employee stock options under ASC 718-10 included in Company's statement of operations for the years ended (amounts in thousands):

	December 31,		
	2014	2013	2012
Cost of revenue	\$1,492	\$1,954	\$1,579
Sales and marketing	3,399	2,851	2,878
General and administrative expense	3,809	4,148	3,294
Product development expense	3,606	3,555	2,964
Total stock based compensation included in costs and expenses	\$12,306	\$12,508	\$10,715

The per share weighted average fair value of stock options granted during the years ended December 31, 2014, 2013 and 2012 was \$5.15, \$5.12 and \$8.2, respectively. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions for the years ended December 31, 2014, 2013 and 2012:

	December 31,		
	2014	2013	2012
Dividend yield	—%	—%	—%
Risk-free interest rate	1.5% – 1.7%	0.7% – 1.4%	0.6% – 0.9%
Expected life (in years)	5.0	5.0	5.0

Historical volatility

49.6% – 53.7% 55.6% – 60.1% 59.3% – 60.8%

A description of the methods used in the significant assumptions used to estimate the fair value of stock-based-based compensation awards follows:

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. Stockholders' Equity - (continued)

Dividend yield – The Company uses 0% as it has never issued dividends and does not anticipate issuing dividends in the near term.

Risk-free interest rate – The Company uses the market yield on U.S. Treasury securities at five years with constant maturity, representing the current expected life of stock options in years.

Expected life – The Company uses historical data to estimate the expected life of a stock option.

Historical volatility – The Company uses a trailing five year from grant date to determine volatility.

Stock Option Plans

During 1998, the Company established the Stock Option and Restricted Stock Purchase Plan (the “1998 Plan”). Under the 1998 Plan, the Board of Directors could issue incentive stock options or nonqualified stock options to purchase up to 5,850,000 shares of common stock. The 2000 Stock Incentive Plan (the “2000 Plan”) succeeded the 1998 Plan. Under the 2000 Plan, the options which had been outstanding under the 1998 Plan were incorporated in the 2000 Plan increasing the number of shares available for issuance under the plan by approximately 4,150,000, thereby reserving for issuance 10,000,000 shares of common stock in the aggregate.

The Company established the 2009 Stock Incentive Plan (as amended and restated, the “2009 Plan”) as a successor to the 2000 Plan. Under the 2009 Plan, the options which had been outstanding under the 2000 Plan were incorporated into the 2009 Plan and the Company increased the number of shares available for issuance under the plan by 6,000,000. The Company amended the 2009 stock incentive plan (the “Amended 2009 Plan”) effective June 7, 2012. The Amended 2009 Plan increased the number of shares authorized for issuance under the plan by an additional 4,250,000, thereby reserving for issuance 23,817,744 shares of common stock in the aggregate. Options to acquire common stock granted thereunder have 10-year terms. As of December 31, 2014, approximately 13,500,000 shares of common stock were reserved for issuance under the 2009 Plan (taking into account all option exercises through December 31, 2014).

Employee Stock Purchase Plan

In June 2010, our stockholders approved the 2010 Employee Stock Purchase Plan with 1,000,000 shares of common stock initially reserved for issuance. As of December 31, 2014, approximately 551,000 shares of common stock were reserved for issuance under the Employee Stock Purchase Plan (taking into account all share purchases through December 31, 2014).

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 11. Stockholders' Equity - (continued)

## Stock Option Activity

A summary of the Company's stock option activity and weighted average exercise prices follows:

	Stock Option Activity		Weighted	Aggregate
	Options	Weighted Average Exercise Price	Average Remaining Contractual Term (in years)	Intrinsic Value (in thousands)
Balance outstanding at December 31, 2011	8,843,413	\$7.91		
Granted	3,463,500	16.20		
Exercised	(1,634,658)	) 5.10		
Cancelled or expired	(830,776)	) 10.78		
Balance outstanding at December 31, 2012	9,841,479	\$11.06	4.91	\$31,369
Options vested and expected to vest at December 31, 2012	8,911,051	\$10.64	4.86	\$30,760
Options exercisable at December 31, 2012	3,220,228	\$6.61	4.28	\$21,003
Balance outstanding at December 31, 2012	9,841,479	\$11.06		
Granted	2,573,700	10.20		
Exercised	(771,810)	) 6.48		
Cancelled or expired	(1,919,176)	) 13.11		
Balance outstanding at December 31, 2013	9,724,193	\$10.86	5.52	\$43,172
Options vested and expected to vest at December 31, 2013	8,282,223	\$10.62	5.38	\$38,320
Options exercisable at December 31, 2013	4,090,492	\$8.71	4.62	\$26,163
Balance outstanding at December 31, 2013	9,724,193	\$10.86		
Granted	3,826,500	11.04		
Exercised	(1,097,543)	) 7.10		
Cancelled or expired	(1,684,001)	) 12.70		
Balance outstanding at December 31, 2014	10,769,149	\$10.95	7.01	\$38,752
Options vested and expected to vest at December 31, 2014	9,043,449	\$10.89	6.69	\$33,566
Options exercisable at December 31, 2014	4,736,834	\$10.01	5.28	\$22,083

The total fair value of stock options exercised during the years ended December 31, 2014 and 2013 was approximately \$4.0 million and \$2.5 million, respectively. As of December 31, 2014, there was approximately \$28.6 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted average period of approximately 2.7 years.

LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 11. Stockholders' Equity - (continued)

A summary of the status of the Company's nonvested options as of December 31, 2012, and changes during the years ended December 31, 2013 and 2014 is as follows:

	Options	Weighted Average Grant-Date Fair Value
Nonvested Shares at December 31, 2012	6,621,251	\$6.84
Granted	2,573,700	5.12
Vested	(1,927,755 )	6.05
Cancelled or expired	(1,633,495 )	6.74
Nonvested Shares at December 31, 2013	5,633,701	\$6.90
Granted	3,826,500	5.15
Vested	(1,668,576 )	7.90
Cancelled or expired	(1,759,310 )	6.40
Nonvested Shares at December 31, 2014	6,032,315	\$5.66

The total intrinsic value of nonvested options at December 31, 2014 and 2013 was approximately \$16.7 million and \$17.0 million, respectively.

## 12. Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences are expected to become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The Company includes interest accrued on the underpayment of income taxes in interest expense and penalties, if any, related to unrecognized tax benefits in general and administrative expenses.

Under Section 382 of the Internal Revenue Code of 1986, as amended, the Company's use of its federal net operating loss ("NOL") carryforwards may be limited if the Company experiences an ownership change, as defined in Section 382. Such an annual limitation could result in the expiration of the net operating loss carryforwards before utilization. As of December 31, 2014, the Company had approximately \$4.8 million of federal NOL carryforwards available to offset future taxable income. Included in this amount is \$4.1 million of federal NOL carryovers from the Company's acquisition of Proficient. These carryforwards expire in various years through 2027.

The domestic and foreign components of (loss) income before provision for (benefit from) income taxes consist of the following (amounts in thousands):

	Year Ended December 31,		
	2014	2013	2012
United States	\$(12,933 )	\$(10,117 )	\$6,252
Israel	4,614	3,549	2,819
United Kingdom	1,612	1,688	1,449
Netherlands	1,462	1,044	—
Australia	(513 )	(301 )	197
Germany	172	—	—

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Japan

97  
\$(5,489 ) \$(4,137 ) \$10,717

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LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 12. Income Taxes - (continued)

No additional provision has been made for U.S. income taxes on the undistributed earnings of its Israeli subsidiary, LivePerson Ltd (formerly HumanClick Ltd.), as such earnings have been taxed in the U.S. and accumulated earnings of the Company's other foreign subsidiaries are immaterial through December 31, 2014.

The provision for (benefit from) income taxes consists of the following (amounts in thousands):

	Year Ended December 31,		
	2014	2013	2012
Current income taxes:			
U.S. Federal	\$ 155	\$ 1,499	\$ 5,750
State and local	186	232	812
Foreign	3,254	2,508	671
Total current income taxes	3,595	4,239	7,233
Deferred income taxes:			
U.S. Federal	(1,194	) (4,280	) (2,867
State and local	41	331	265
Foreign	(583	) (928	) (269
Total deferred income taxes	(1,736	) (4,877	) (2,871
Total income taxes	\$ 1,859	\$ (638	) \$ 4,362

The difference between the total income taxes computed at the federal statutory rate and the benefit from income taxes consists of the following:

	Year Ended December 31,					
	2014		2013		2012	
Federal Statutory Rate	34.00	%	35.00	%	35.00	%
State taxes, net of federal benefit	(2.74	)%	2.66	%	2.78	%
Non-deductible expenses – ISO	(14.68	)%	(18.19	)%	4.82	%
Non-deductible expenses – Other	(4.17	)%	(8.15	)%	1.15	%
Foreign tax rate differential	(46.50	)%	5.10	%	(2.92	)%
Other	0.23	%	(1.00	)%	(0.12	)%
Total provision	(33.86	)%	15.42	%	40.71	%

The effects of temporary differences and tax loss carryforwards that give rise to significant portions of federal deferred tax assets and deferred tax liabilities at December 31, 2014 and 2013 are presented below (amounts in thousands):

	2014	2013
Deferred tax assets:		
Net operating loss carryforwards	\$ 1,908	\$ 2,134
Accounts payable and accrued expenses	3,171	4,623
Non-cash compensation	7,691	6,035
Goodwill and intangibles amortization	3,083	771
Allowance for doubtful accounts	310	504
Net deferred tax assets	16,163	14,067
Deferred tax liabilities:		
Plant and equipment	(1,852	) (1,289
Intangibles related to acquisitions	(974	) (1,109
Total deferred tax liabilities	(2,826	) (2,398
Net deferred assets	\$ 13,337	\$ 11,669



LIVEPERSON, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

12. Income Taxes - (continued)

ASC Topic 740-10 clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with other provisions contained within this guidance. This topic prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by the taxing authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50% likely of being realized upon ultimate audit settlement. The Company had no unrecognized tax benefits as of December 31, 2014 and 2013.

The tax years subject to examination by major tax jurisdictions include the years 2010 and forward for U.S. states and New York City, the years 2011 and forward for U.S. Federal, and the years 2011 and forward for certain foreign jurisdictions.

13. Legal Matters

The Company routinely assesses all of its litigation and threatened litigation as to the probability of ultimately incurring a liability, and records its best estimate of the ultimate loss in situations where the Company assesses the likelihood of loss as probable.

From time to time, the Company is involved in or subject to legal, administrative and regulatory proceedings, claims, demands and investigations arising in the ordinary course of business, including direct claims brought by or against the Company with respect to intellectual property, contracts, employment and other matters, as well as claims brought against the Company's customers for whom the Company has a contractual indemnification obligation. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. In addition, in the event the Company determines that a loss is not probable, but is reasonably possible, and it becomes possible to develop what the Company believes to be a reasonable range of possible loss, then the Company will include disclosures related to such matter as appropriate and in compliance with ASC 450. The accruals or estimates, if any, resulting from the foregoing analysis, are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, the Company will, as applicable, adjust the accrual in the period the determination is made, disclose an estimate of the additional loss or range of loss, indicate that the estimate is immaterial with respect to its financial statements as a whole or, if the amount of such adjustment cannot be reasonably estimated, disclose that an estimate cannot be made.

From time to time, third parties assert claims against the Company regarding intellectual property rights, privacy issues and other matters arising out of the ordinary course of business. Although the Company cannot be certain of the outcome of any litigation or the disposition of any claims, nor the amount of damages and exposure, if any, that the Company could incur, the Company currently believes that the final disposition of all existing matters will not have a material adverse effect on our business, results of operations, financial condition or cash flows. In addition, in the ordinary course of our business, the Company is also subject to periodic threats of lawsuits, investigations and claims. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure  
Not Applicable.

Item 9A. Controls and Procedures

Management's Annual Report on Internal Control Over Financial Reporting

Our management, including the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) promulgated under the Exchange Act. Our internal control system is designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements. Our management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2014 based on the framework established in "Internal Control — Integrated Framework (2013)," issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that as of December 31, 2014, our internal control over financial reporting was effective based on those criteria.

The effectiveness of our internal control over financial reporting as of December 31, 2014 has been audited by BDO USA, LLP, an independent registered public accounting firm. Their attestation is included herein.

We acquired Synchronite LLC in June 2014 and CAO! in November 2014. Our management has excluded the operations of these businesses from its evaluation of, and conclusion on, the effectiveness of our internal control over financial reporting as of December 31, 2014. These businesses constituted 3% and 2% of total assets and revenues, respectively, as of December 31, 2014. Our management plans to fully integrate the operations of these businesses into its assessment of the effectiveness of our internal control over financial reporting in 2015.

Limitations of the Effectiveness of Internal Control

A control system, no matter how well conceived and operated, can only provide reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, have been detected.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2014 identified in connection with the evaluation thereof by our management, including the Chief Executive Officer and Chief Financial Officer, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Evaluation of Disclosure Controls and Procedures

Our management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our "disclosure controls and procedures," as that term is defined in Rule 13a-15(e) promulgated under the Exchange Act, as of December 31, 2014. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2014 to ensure that the information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

LivePerson, Inc.

New York, New York

We have audited LivePerson, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). LivePerson, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Management's Annual Report on Internal Control Over Financial Reporting." Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying "Management's Annual Report on Internal Control over Financial Reporting," management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Synchronite LLC and Contact At Once!, LLC, which were acquired on June 2, 2014 and November 7, 2014, respectively, and which are included in the consolidated balance sheets of LivePerson, Inc., and the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows for the year then ended. These businesses constituted 3% and 2% of total assets and revenues, respectively, as of December 31, 2014. Management did not assess the effectiveness of internal control over financial reporting of these businesses because of the timing of the acquisition which were completed on June 2, 2014 and November 7, 2014. Our audit of internal control over financial reporting of LivePerson, Inc. also did not include an evaluation of the internal control over financial reporting of Synchronite LLC and Contact At Once!, LLC.

In our opinion, LivePerson, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of LivePerson, Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014 and our report dated March 12, 2015 expressed an unqualified

opinion thereon.

/s/ BDO USA, LLP  
New York, New York  
March 12, 2015

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## Item 9B. Other Information

None.

## PART III

## Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item 10 is incorporated by reference to the sections captioned “Matters to be Considered at Annual Meeting — Election of Directors,” “Executive Officers,” “Board Committees and Meetings — Audit Committee,” “Codes of Conduct and Corporate Governance Documents” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the definitive proxy statement for our 2015 Annual Meeting of Stockholders.

There have been no changes to the procedures by which stockholders may recommend nominees to our Board of Directors since our last disclosure of such procedures, which appeared in the definitive proxy statement for our 2014 Annual Meeting of Stockholders.

We have adopted a Code of Ethics that applies to our Chief Executive Officer, who is our principal executive officer, and other senior financial officers. Our Code of Ethics is available at: [www.liveperson.com](http://www.liveperson.com) under “Investor Relations / Corporate Governance.” The Company’s web site address provided above is not intended to function as a hyperlink, and the information on the Company’s web site is not and should not be considered part of this Annual Report on Form 10-K and is not incorporated by reference herein. The Company will post on this website any amendments to our Code of Ethics.

## Item 11. Executive Compensation

The information required by this Item 11 is incorporated by reference to the sections captioned “Compensation Discussion and Analysis,” “Compensation Committee Report” (which information shall be deemed furnished in this Annual Report on Form 10-K), “Executive and Director Compensation” and “Compensation Committee Interlocks and Insider Participation” in the definitive proxy statement for our 2015 Annual Meeting of Stockholders.

## Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 is incorporated by reference to the sections captioned “Ownership of Securities” and “Potential Payments Upon Termination or Change-in-Control” in the definitive proxy statement for our 2015 Annual Meeting of Stockholders.

The following table provides certain information regarding the common stock authorized for issuance under our equity compensation plans, as of December 31, 2014:

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (2) (c)
Equity compensation plans approved by stockholders <sup>(1)</sup>	10,769,149	\$ 10.95	2,769,614
Equity compensation plans not approved by stockholders	—	—	—
Total	10,769,149	\$ 10.95	2,769,614

(1) Our equity compensation plans which were approved by our stockholders are the 2009 Stock Incentive Plan and the 2010 Employee Stock Purchase Plan.

(2) Excludes securities reflected in column (a). Also see Note 11 to our consolidated financial statements.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this Item 13 is incorporated by reference to the sections captioned “Certain Relationships and Related Transactions” and “Director Independence” in the definitive proxy statement for our 2015 Annual Meeting of Stockholders.

**Item 14. Principal Accountant Fees and Services**

The information required by this Item 14 is incorporated by reference to the section captioned “Independent Registered Public Accounting Firm Fees and Pre-Approval Policies and Procedures” in the definitive proxy statement for our 2015 Annual Meeting of Stockholders.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this Annual Report on Form 10-K:

**1. Financial Statements.**

Incorporated by reference to the index of consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

**2. Financial Statements Schedules.**

None.

**3. Exhibits.**

Incorporated by reference to the Exhibit Index immediately preceding the exhibits attached to this Annual Report on Form 10-K.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 12, 2015.

LIVEPERSON, INC.

By: /s/ Robert P. LoCascio  
Name: Robert P. LoCascio  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 12, 2015.

Signature	Title(s)
/s/Robert P. LoCascio Robert P. LoCascio	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)
/s/ Daniel R. Murphy Daniel R. Murphy	Chief Financial Officer (Principal Financial Officer)
/s/ Peter Block Peter Block	Director
/s/ Kevin C. Lavan Kevin C. Lavan	Director
/s/ David Vaskevitch David Vaskevitch	Director
/s/ William G. Wesemann William G. Wesemann	Director

EXHIBIT INDEX

Number	Description
2.1	Agreement and Plan of Merger, dated as of June 22, 2006, among LivePerson, Inc., Soho Acquisition Corp., Proficient Systems, Inc. and Gregg Freishtat as Shareholders' Representative (incorporated by reference to the identically numbered exhibit in the Current Report on Form 8-K filed on June 22, 2006)
3.1	Fourth Amended and Restated Certificate of Incorporation (incorporated by reference to the identically-numbered exhibit to LivePerson's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 and filed March 30, 2001 (the "2000 Form 10-K"))
3.2	Second Amended and Restated Bylaws, as amended (incorporated by reference to the identically-numbered exhibit to the 2000 Form 10-K)
4.1	Specimen common stock certificate (incorporated by reference to the identically-numbered exhibit to LivePerson's Registration Statement on Form S-1, as amended (Registration No. 333-96689) ("Registration No. 333-96689"))
4.2	Second Amended and Restated Registration Rights Agreement, dated as of January 27, 2000, by and among LivePerson, the several persons and entities named on the signature pages thereto as Investors, and Robert LoCascio (incorporated by reference to the identically-numbered exhibit to Registration No. 333-96689)
10.1(a)*	2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to LivePerson's Registration Statement on Form S-8 filed on June 9, 2009) and Forms of Grant Agreements under the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to LivePerson's Quarterly Report on Form 10-Q filed on May 6, 2011)
10.1(b)*	2009 Stock Incentive Plan (amended and restated as of June 7, 2012) (incorporated by reference to Exhibit 99.1 to LivePerson's Current Report on Form 8-K filed on June 8, 2012)
10.2*	LivePerson, Inc. 2010 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to the LivePerson's Registration Statement on Form S-8 filed on August 19, 2010)
10.3*	Employment Agreement between LivePerson and Robert P. LoCascio, dated as of January 1, 1999 (incorporated by reference to Exhibit 10.1 to Registration No. 333-96689)
10.4(a)*	Employment Agreement between LivePerson and Timothy E. Bixby, dated as of June 23, 1999 (incorporated by reference to Exhibit 10.3 to Registration No. 333-96689)
10.4(b)*	Modification to Employment Agreement between LivePerson and Timothy E. Bixby, dated as of April 1, 2003 (incorporated by reference to Exhibit 10.2.1 to LivePerson's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 and filed August 13, 2003)
10.4(c)*	Separation Agreement and General Release between LivePerson and Timothy E. Bixby, dated as of November 2, 2010 (incorporated by reference to Exhibit 10.4(c) to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2010 and filed March 15, 2011)

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- 10.5\* Agreement between LivePerson and Dan Murphy, dated as of March 27, 2011 (incorporated by reference to Exhibit 10.5 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011 and filed March 13, 2012)
- 10.6\* Form of Indemnification Agreement entered into with Executive Officers and Directors of LivePerson (incorporated by reference to Exhibit 10.6 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011 and filed March 13, 2012)
- 10.7\* Agreement between LivePerson and Eli Campo, dated as of December 22, 2006 (incorporated by reference to Exhibit 10.7 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011 and filed March 13, 2012)
- 10.8\* Agreement between LivePerson and Monica L. Greenberg, dated as of October 25, 2006 (incorporated by reference to Exhibit 10.8 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011 and filed March 13, 2012)
- 10.9\* Agreement between LivePerson and Michael Kovach, dated as of November 6, 2009 (incorporated by reference to Exhibit 10.9 to LivePerson's Annual Report on Form 10-K for the year ended December 31, 2011 and filed March 13, 2012)

- 10.10\* Incentive Plan (incorporated by reference to Exhibit 10.1 to LivePerson’s Current Report on Form 8-K filed on April 28, 2011)
- 10.11\* Separation Agreement General Release between LivePerson and Eli Campo, dated as of December 16, 2013 (incorporated by reference to Exhibit 10.1 to LivePerson's Quarterly Report on Form 10-Q filed on May 9, 2014).
- 10.12\* Employment Agreement between LivePerson and Eran Vanounou, dated as of February 22, 2014(incorporated by reference to Exhibit 10.2 to LivePerson's Quarterly Report on Form 10-Q filed on May 9, 2014).
- 10.13 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 (incorporated by reference to Exhibit 2.1 to LivePerson's Current Report on Form 8-K filed on November 12, 2014).
- 21.1 Subsidiaries
- 23.1 Consent of BDO USA, LLP
- 31.1 Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\*\* Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2\*\* Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS† XBRL Instance Document
- 101.SCH† XBRL Taxonomy Extension Schema Document
- 101.CAL† XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF† XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB† XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE† XBRL Taxonomy Extension Presentation Linkbase Document

\*Management contract or compensatory plan or arrangement

The certifications attached as Exhibit 32.1 and Exhibit 32.2 accompany the Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed “filed” by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Pursuant to applicable securities laws and regulations, the Registrant is deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and is not subject to liability under any

anti-fraud provisions of the federal securities laws as long as the Registrant has made a good faith attempt to comply with the submission requirements and promptly amends the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. These interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.