

LIVEPERSON INC  
Form 10-Q  
July 28, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2017

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 13-3861628

(State or Other Jurisdiction of  
Incorporation or Organization) (IRS Employer Identification No.)

475 Tenth Avenue, 5th Floor 10018  
New York, New York

(Address of Principal Executive Offices) (Zip Code)

(212) 609-4200

(Registrant's Telephone Number, Including Area Code)

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 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 ••

(Do not check if a smaller reporting company) Emerging growth company ••

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ••

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

On July 24, 2017, 58,900,434 shares of the registrant's common stock were outstanding.

LIVEPERSON, INC.  
 June 30, 2017  
 FORM 10-Q  
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## 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. 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 PROGRESSES, 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. OUR COMPANY POLICY IS GENERALLY TO PROVIDE OUR EXPECTATIONS ONLY ONCE PER QUARTER, AND NOT TO UPDATE THAT INFORMATION UNTIL THE NEXT QUARTER. ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTAINED IN THE PROJECTIONS OR FORWARD-LOOKING STATEMENTS. FACTORS THAT COULD CAUSE OR CONTRIBUTE TO SUCH DIFFERENCES INCLUDE THOSE DISCUSSED IN PART II, ITEM 1A, "RISK FACTORS."

## Part I. Financial Information

## Item 1. Financial Statements

## LIVEPERSON, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS)

(UNAUDITED)

	June 30, 2017	December 31, 2016 (Note 1)
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$54,365	\$ 50,889
Cash held as collateral	3,757	3,962
Accounts receivable, net of allowance for doubtful accounts of \$1,993 and \$1,732 as of June 30, 2017 and December 31, 2016, respectively	24,854	31,823
Prepaid expenses and other current assets	9,344	5,477
Total current assets	92,320	92,151
Property and equipment, net	29,690	28,397
Intangibles, net	13,951	16,510
Goodwill	80,423	80,245
Deferred tax assets	786	773
Other assets	1,593	1,562
Total assets	\$218,763	\$ 219,638
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$3,448	\$ 7,288
Accrued expenses and other current liabilities	36,981	40,250
Deferred revenue	36,621	27,145
Total current liabilities	77,050	74,683
Other liabilities	2,951	3,147
Deferred tax liability	3,832	3,332
Total liabilities	83,833	81,162
Commitments and contingencies		
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock	59	58
Additional paid-in capital	294,569	289,524
Treasury stock	(3	) (2
Accumulated deficit	(158,153	) (144,944
Accumulated other comprehensive loss	(1,542	) (6,160
Total stockholders' equity	134,930	138,476
Total liabilities and stockholders' equity	\$218,763	\$ 219,638

See Notes to Condensed Consolidated Financial Statements (unaudited).

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Revenue	\$54,074	\$56,679	\$104,993	\$112,144
Costs and expenses <sup>(1) (2)</sup>				
Cost of revenue <sup>(3)</sup>	15,134	17,508	28,915	33,372
Sales and marketing	23,392	23,088	45,092	45,764
General and administrative	10,437	10,161	20,130	19,690
Product development	9,326	10,719	19,285	19,933
Restructuring costs	2,076	—	2,315	—
Amortization of purchased intangibles	470	1,017	942	1,941
Total costs and expenses	60,835	62,493	116,679	120,700
Loss from operations	(6,761 )	(5,814 )	(11,686 )	(8,556 )
Other (expense) income, net	(99 )	(646 )	221	(12 )
Loss before provision for income taxes	(6,860 )	(6,460 )	(11,465 )	(8,568 )
Provision for income taxes	673	1,306	1,744	1,861
Net loss	\$(7,533 )	\$(7,766 )	\$(13,209 )	\$(10,429 )
Net loss per share of common stock:				
Basic	\$(0.13 )	\$(0.14 )	\$(0.24 )	\$(0.19 )
Diluted	\$(0.13 )	\$(0.14 )	\$(0.24 )	\$(0.19 )
Weighted-average shares used to compute net loss per share:				
Basic	55,954,158	55,965,525	55,964,568	56,174,603
Diluted	55,954,158	55,965,525	55,964,568	56,174,603

<sup>(1)</sup> Amounts include stock-based compensation expense, as follows:

Cost of revenue	\$117	\$211	\$193	\$221
Sales and marketing	754	804	1,408	1,434
General and administrative	774	941	1,436	1,793
Product development	702	1,070	1,223	1,897

<sup>(2)</sup> Amounts include depreciation expense, as follows:

Cost of revenue	\$1,870	\$2,374	\$3,635	\$4,712
Sales and marketing	408	521	789	800
General and administrative	340	382	590	780
Product development	427	351	824	502

<sup>(3)</sup> Amounts include amortization of purchased intangibles, as follows:

Cost of revenue	\$959	\$697	\$1,918	\$1,394
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See Notes to Condensed Consolidated Financial Statements (unaudited).

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Net loss	\$ (7,533 )	\$ (7,766 )	\$ (13,209 )	\$ (10,429 )
Foreign currency translation adjustment	(1,220 )	(1,266 )	(4,618 )	(2,498 )
Comprehensive loss	\$ (8,753 )	\$ (9,032 )	\$ (17,827 )	\$ (12,927 )

See Notes to Condensed Consolidated Financial Statements (unaudited).

## LIVEPERSON, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(IN THOUSANDS)  
(UNAUDITED)

	Six Months Ended June 30,	
	2017	2016
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$(13,209)	\$(10,429)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock-based compensation expense	4,260	5,345
Depreciation	5,838	6,794
Amortization of purchased intangibles	2,860	3,335
Amortization of tenant allowance	(83)	)
Deferred income taxes	(13)	) 144
Provision for doubtful accounts, net	958	707
Changes in operating assets and liabilities:		
Accounts receivable	6,011	1,032
Prepaid expenses and other current assets	(3,864)	) (2,762)
Other assets	(31)	) (6)
Accounts payable	(3,881)	) (1,056)
Accrued expenses and other current liabilities	(3,204)	) (5,101)
Deferred revenue	9,477	15,593
Other liabilities	245	1,166
Net cash provided by operating activities	5,364	14,762
<b>INVESTING ACTIVITIES:</b>		
Purchases of property and equipment, including capitalized software	(7,011)	) (6,646)
Cash held as collateral for foreign exchange forward contracts	205	1,448
Payments for acquisitions and intangible assets, net of cash acquired	(239)	)
Net cash used in investing activities	(7,045)	) (5,198)
<b>FINANCING ACTIVITIES:</b>		
Proceeds from issuance of common stock in connection with the exercise of options	2,588	655
Repurchase of common stock	(1,781)	) (4,571)
Net cash provided by (used in) financing activities	807	) (3,916)
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	4,350	) (2,125)
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>	3,476	3,523
<b>CASH AND CASH EQUIVALENTS - Beginning of the period</b>	50,889	48,803
<b>CASH AND CASH EQUIVALENTS - End of the period</b>	\$54,365	\$52,326
<b>SUPPLEMENTAL DISCLOSURE OF OTHER CASH FLOW INFORMATION:</b>		
Cash paid for income taxes	\$659	\$923

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING  
ACTIVITIES:



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Purchase of property and equipment recorded in accounts payable	\$41	\$187
Leasehold improvements funded by landlord	\$—	\$144

See Notes to Condensed Consolidated Financial Statements (unaudited).

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LIVEPERSON, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Description of Business and Basis of Presentation

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 U.S. offices in Alpharetta (Georgia) and international offices in Amsterdam, Berlin, London, Mannheim, Melbourne, Milan, Paris, Ra'anana (Israel), Reading (UK), and Tokyo.

LivePerson provides mobile and online business messaging solutions that power digital communication between brands and consumers. LiveEngage, the Company’s enterprise-class, cloud-based platform, enables businesses to create a meaningful connection with consumers via messaging. As consumers have reoriented their digital lives around the smartphone, messaging apps have become their preferred communication channel to connect with each other. LivePerson allows brands to align with this new consumer preference by deploying messaging at scale for customer care and sales as an alternative to email or to calling a contact center.

LiveEngage is designed to securely deploy messaging at scale for brands with tens of millions of customers and many thousands of customer care agents. Key benefits include a sophisticated proactive targeting engine and a robust suite of text and mobile messaging, real-time chat messaging, content delivery, customer sentiment, and cobrowsing offerings that power intelligent digital engagement with consumers. LiveEngage powers conversations across each of a brand’s primary digital channels, including mobile apps, mobile and desktop web browsers, social media and third-party consumer messaging platforms.

LivePerson optimizes campaign outcomes for sales and service transactions by combining website visitor data with other historical, behavioral, and operational information to develop insights into each step of a consumer’s journey. LivePerson’s products, coupled with its domain knowledge, industry expertise and consulting services, have been proven to maximize the effectiveness of consumer engagement.

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 mobile and online messaging with individual consumers (“Users”).

Basis of Presentation

The accompanying condensed consolidated financial statements as of June 30, 2017 and for the three and six months ended June 30, 2017 and 2016 are unaudited. In the opinion of management, the unaudited condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the consolidated financial position of LivePerson as of June 30, 2017, and the consolidated results of operations, comprehensive loss and cash flows for the interim periods ended June 30, 2017 and 2016. The financial data and other information disclosed in these notes to the condensed consolidated financial statements related to these periods is unaudited. The results of operations for any interim period are not necessarily indicative of the results of operations for any other future interim period or for a full fiscal year. The condensed consolidated balance sheet at December 31, 2016 has been derived from audited consolidated financial statements at that date.

Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto for the year ended December 31, 2016 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 10, 2017.

Principles of Consolidation

The condensed consolidated financial statements include the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of the Company's condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of income and expenses during the reporting period. These estimates are based on information available as of the date of the condensed consolidated financial statements; therefore, actual results could differ from management's estimates.

### Recently Issued Accounting Standards

In May 2017, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update 2017-09, “Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting” (“ASU 2017-09”). This update clarifies and reduces both (i) diversity in practice and (ii) cost and complexity when applying the guidance in Topic 718, to a change to the terms and conditions of a share-based payment award. ASU 2017-09 is effective for financial statements issued for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. The Company is currently evaluating the impact of this updated standard, but does not believe this update will have a significant impact on its consolidated financial statements.

In January 2017, FASB issued Accounting Standards Update No. 2017-04, “Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment” (“ASU 2017-04”). This update addresses concerns over the cost and complexity of the two-step goodwill impairment test. The amendments in this update remove the second step of the test. An entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. ASU 2017-04 is effective for financial statements issued for annual periods beginning after December 15, 2019, and interim periods within those annual periods. The Company does not expect the adoption of ASU 2017-04 to have a material effect on its financial position, results of operations or cash flows.

In January 2017, the FASB issued Accounting Standards Update No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business” (“ASU 2017-01”). This update clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of businesses. The amendments in this update provide a screen to determine when a set is not a business. If the screen is not met, it (1) requires that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) removes the evaluation of whether a market participant could replace the missing elements. ASU 2017-01 is effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within those annual periods. The Company does not expect the adoption of ASU 2017-01 to have a material effect on its financial position, results of operations or cash flows.

In March 2016, the FASB issued Accounting Standards Update No. 2016-09, “Compensation -Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting” (“ASU 2016-09”). This update is intended to improve the accounting for employee share-based payments and affects all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including:(a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The Company adopted this ASU as of the beginning of the first quarter of 2017 and has elected to continue to estimate expected forfeitures over the course of a vesting period. Further, the ASU eliminates the requirement to delay the recognition of excess tax benefits until they reduce current taxes payable. The adoption of ASU 2016-09 did not have any material impact on the Company’s financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, “Leases” (“ASU 2016-02”). ASU 2016-02 requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, “Revenue from Contracts with Customers”. The new lease guidance also simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative

period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. ASU 2016-02 is effective for financial statements issued for annual periods beginning after December 15, 2018. While the Company is currently assessing the impact ASU 2016-02 will have on the consolidated financial statements, the Company expects the primary impact to its consolidated financial position upon adoption will be the recognition, on a discounted basis, of its minimum commitments under non-cancelable operating leases on the consolidated balance sheets resulting in the recording of right of use assets and lease obligations. The Company is also currently evaluating the timing of adoption and the impact that the standard will have on its condensed consolidated financial statements and related disclosures.

In May 2014, the 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, 2017, 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). In March 2016, the FASB issued implementation guidance that clarified the considerations in principal versus agent determination. In April 2016, FASB issued guidance that clarified identifying performance obligations and licensing implementation guidance contained in the new revenue recognition standard. In May 2016, FASB issued guidance that addresses narrow-scope improvements to the guidance on collectability, noncash consideration, and completed contracts at transition. In December 2016, FASB issued guidance to make minor corrections or minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. The Company currently capitalizes the contract costs over the contracted period. The Company is still analyzing the impact of this ASU as we are currently in the process of analyzing all of our revenue streams, but based on the current work to date, the Company believes that the current revenue recognition policy currently in place already depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services and as a result the adoption of this ASU is not expected to have a material impact on the Company's financial statements. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented, full retrospective method, or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application, modified retrospective method. The Company plans to adopt the standard using the modified retrospective method through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company will adopt this guidance at the beginning of its first quarter of fiscal year 2018.

## 2. 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, quarterly or annual 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, 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 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, the Company recognizes professional service fees upon completion and customer acceptance. The Company 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 the Company's 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.

### 3. Net 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 three and six months ended June 30, 2017 does not include the effect of 9,423,000 outstanding common stock awards, as the effect of their inclusion is anti-dilutive. Diluted net loss per common share for the three and six months ended June 30, 2016 does not include the effect of 9,156,278 outstanding common stock awards, as the effect of their inclusion is anti-dilutive.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Basic	55,954,158	55,965,525	55,964,568	56,174,603
Effect of assumed exercised options	—	—	—	—
Diluted	55,954,158	55,965,525	55,964,568	56,174,603

### 4. 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 United States. The chief operating decision maker, who is the chief executive officer, evaluates performance, makes operating decisions, and allocates resources based on the operating income of each segment. The reporting segments follow the same accounting policies used in the preparation of the Company's condensed 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, restructuring costs and income tax expense because management does not use this information to measure performance of the operating segments. There are currently no inter-segment sales.



Summarized financial information by segment for the three months ended June 30, 2017, 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	\$43,927	\$ —	\$—	\$ 43,927
Hosted services – Consumer	—	4,460	—	4,460
Professional services	5,687	—	—	5,687
Total revenue	49,614	4,460	—	54,074
Cost of revenue	14,206	928	—	15,134
Sales and marketing	21,242	2,150	—	23,392
Amortization of purchased intangibles	470	—	—	470
Unallocated corporate expenses	—	—	21,839	21,839
Operating income (loss)	\$ 13,696	\$ 1,382	\$(21,839)	\$( 6,761 )

Summarized financial information by segment for the three months ended June 30, 2016, 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	\$46,729	\$ —	\$—	\$ 46,729
Hosted services – Consumer	—	4,238	—	4,238
Professional services	5,712	—	—	5,712
Total revenue	52,441	4,238	—	56,679
Cost of revenue	16,691	817	—	17,508
Sales and marketing	21,315	1,773	—	23,088
Amortization of purchased intangibles	1,017	—	—	1,017
Unallocated corporate expenses	—	—	20,880	20,880
Operating income (loss)	\$ 13,418	\$ 1,648	\$(20,880)	\$( 5,814 )

Summarized financial information by segment for the six months ended June 30, 2017, 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	\$85,420	\$ —	\$—	\$ 85,420
Hosted services – Consumer	—	8,630	—	8,630
Professional services	10,943	—	—	10,943
Total revenue	96,363	8,630	—	104,993
Cost of revenue	27,112	1,803	—	28,915
Sales and marketing	40,785	4,307	—	45,092
Amortization of purchased intangibles	942	—	—	942
Unallocated corporate expenses	—	—	41,730	41,730
Operating income (loss)	\$27,524	\$ 2,520	\$(41,730)	\$( 11,686 )

Summarized financial information by segment for the six months ended June 30, 2016, 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	\$ 92,688	\$ —	\$—	\$ 92,688
Hosted services – Consumer	—	8,004	—	8,004
Professional services	11,452	—	—	11,452
Total revenue	104,140	8,004	—	112,144
Cost of revenue	31,929	1,443	—	33,372
Sales and marketing	42,328	3,436	—	45,764
Amortization of purchased intangibles	1,941	—	—	1,941
Unallocated corporate expenses	—	—	39,623	39,623
Operating income (loss)	\$ 27,942	\$ 3,125	\$ (39,623)	\$ (8,556 )

#### 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 periods presented (amounts in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2017	2016	June 30, 2017	2016
United States	\$34,078	\$38,272	\$65,763	\$76,063
Other Americas <sup>(1)</sup>	1,968	1,546	3,940	3,092
Total Americas	36,047	39,818	69,703	79,155
EMEA <sup>(2) (4)</sup>	13,953	12,274	27,465	23,880
APAC <sup>(3)</sup>	4,075	4,587	7,825	9,109
Total revenue	\$54,074	\$56,679	\$104,993	\$112,144

<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")

<sup>(4)</sup> Includes revenues from the United Kingdom of \$9.1 million and \$8.2 million for three months ended and \$18.2 million and \$16.3 million for the six months ended June 30, 2017 and 2016, respectively.

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

	June 30, 2017	December 31, 2016
United States	\$94,524	\$93,845
Israel	12,703	13,940
Australia	9,254	9,496
Netherlands	7,523	7,495
Other <sup>(1)</sup>	2,439	2,711
Total long-lived assets	\$126,443	\$127,487

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

No individual customer accounted for 10% or more of consolidated revenue for any of the periods presented. No individual customer accounted for 10% or more of accounts receivable as of June 30, 2017 and December 31, 2016.



## 5. Goodwill and Intangible Assets

## Goodwill

The changes in the carrying amount of goodwill for the six months ended June 30, 2017 are as follows (amounts in thousands):

	Business	Consumer	Consolidated
Balance as of December 31, 2016	\$ 72,221	\$ 8,024	\$ 80,245
Adjustments to goodwill:			
Foreign exchange adjustment	178	—	178
Balance as of June 30, 2017	\$ 72,399	\$ 8,024	\$ 80,423

## Intangible Assets

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

	As of June 30, 2017			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period
Amortizing intangible assets:				
Technology	\$ 28,232	\$ (21,652 )	\$ 6,580	5.3 years
Customer relationships	15,851	(9,596 )	6,255	8.0 years
Trade names	1,299	(1,287 )	12	2.1 years
Non-compete agreements	1,449	(1,360 )	89	2.3 years
Patents	1,419	(431 )	988	12.8 years
Other	262	(235 )	27	2.7 years
Total	\$ 48,512	\$ (34,561 )	\$ 13,951	
As of December 31, 2016				
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period
Amortizing intangible assets:				
Technology	\$ 28,018	\$ (19,736 )	\$ 8,282	5.3 years
Customer relationships	16,009	(8,857 )	7,152	8.0 years
Trade names	1,295	(1,277 )	18	2.1 years
Non-compete agreements	1,446	(1,220 )	226	2.3 years
Patents	1,180	(376 )	804	12.4 years
Other	263	(235 )	28	2.7 years
Total	\$ 48,211	\$ (31,701 )	\$ 16,510	

Amortization expense is calculated over the estimated useful life of the asset. Aggregate amortization expense for intangible assets was \$1.4 million and \$1.7 million for the three months ended June 30, 2017 and 2016, respectively. Aggregate amortization expense for intangible assets was \$2.9 million and \$3.3 million for the six months ended June 30, 2017 and 2016, respectively. For the three and six months ended June 30, 2017 and 2016, respectively, a portion of this amortization is included in cost of revenue. Estimated amortization expense for the next five years is as follows (amounts in thousands):

	Estimated Amortization Expense
2017	\$ 1,823
2018	2,583
2019	2,374
2020	2,179
2021	1,969
Thereafter	3,023
Total	\$ 13,951

#### 6. Property and Equipment

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

	June 30, 2017	December 31, 2016
Computer equipment and software	\$89,527	\$ 82,477
Furniture, equipment and building improvements	15,108	15,027
	104,635	97,504
Less: accumulated depreciation	(74,945 )	(69,107 )
Total	\$29,690	\$ 28,397

In accordance with its policy, the Company reviews the estimated useful lives of its fixed assets on an ongoing basis. This review indicated that the actual lives of certain co-location assets were longer than the estimated useful lives used for depreciation purposes in the Company's financial statements.

#### 7. Accrued Expenses and Other Current Liabilities

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

	June 30, 2017	December 31, 2016
Payroll and other employee related costs	\$12,026	\$ 15,468
Professional services and consulting and other vendor fees	15,132	15,277
Unrecognized tax benefits	4,626	4,240
Sales commissions	1,274	3,312
Contingent earnout (see Note 8)	—	210
Other	3,923	1,743
Total	\$36,981	\$ 40,250

## 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.

### Financial Assets and Liabilities

The carrying amount of cash, accounts receivable, and accounts payable approximate their fair value due to their short-term nature. 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 June 30, 2017 and December 31, 2016, are summarized as follows (amounts in thousands). The Company's restricted cash balance of \$3.8 million at June 30, 2017 and \$4.0 million at December 31, 2016 is not held in a money market account and is not included in the following table.

	June 30, 2017				December 31, 2016			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets:</b>								
<b>Cash equivalents:</b>								
Money market funds	\$3,084	\$—	\$—	—\$3,084	\$3,076	\$—	\$—	\$3,076
Foreign currency derivative contracts	—	2,020	—	2,020	—	108	—	108
<b>Total assets</b>	<b>\$3,084</b>	<b>\$2,020</b>	<b>\$—</b>	<b>—\$5,104</b>	<b>\$3,076</b>	<b>\$108</b>	<b>\$—</b>	<b>\$3,184</b>
<b>Liabilities:</b>								
Contingent earn-outs	\$—	\$—	\$—	—\$—	\$—	\$—	\$210	\$210
Foreign currency derivative contracts	—	2	—	2	—	66	—	66
<b>Total liabilities</b>	<b>\$—</b>	<b>\$2</b>	<b>\$—</b>	<b>—\$2</b>	<b>\$—</b>	<b>\$66</b>	<b>\$210</b>	<b>\$276</b>

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 money market funds are measured at fair value on a recurring basis based on quoted market prices in active markets and are classified as level 1 within the fair value hierarchy. The Company's contingent earn-out liability and foreign currency derivative contracts are measured at fair value on a recurring basis and are classified as level 3 and level 2, respectively, 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

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.

There is no remaining contingent earn-out as of June 30, 2017. The contingent earn-out related to the acquisition of Synchronite was based on the fulfillment of a complete product integration and a minimum number of “Co-Browse” interactions per month.

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

	Contingent Earn-Out	
	June 30, 2017	December 31, 2016
Balance, Beginning of Period	\$210	\$ 377
Cash payments	(210 )	(167 )
Balance, End of Period	\$—	\$ 210

#### Derivative Financial Instruments

The Company is exposed to foreign exchange risks that in part are managed by using derivative financial instruments. The Company entered into foreign currency forward contracts related to risks associated with foreign operations. The Company does not use derivatives for trading purposes. Derivatives are recorded at their estimated fair values based upon Level 2 inputs. Derivatives designated and effective as cash flow hedges are reported as a component of other comprehensive income and reclassified to earnings in the same periods in which the hedged transactions impact earnings. Gains and losses related to derivatives not meeting the requirements of hedge accounting and the portion of derivatives related to hedge ineffectiveness are recognized in current earnings.

In accordance with the foreign currency forward contracts, the Company was required to pledge cash as collateral security to be maintained at the bank. The collateral shall remain in control of the lender, and these funds can be used to satisfy the outstanding obligation. Accordingly, the Company had cash at the bank of approximately \$3.8 million at June 30, 2017 and \$4.0 million at December 31, 2016, which is recorded as cash held as collateral in current assets. The following summarizes certain information regarding the Company’s outstanding foreign currency derivative contracts related primarily to intercompany receivables and payables for the periods presented (in thousands):

	As of June 30, 2017	As of December 31, 2016
Notional amount of foreign currency derivative contracts	\$22,363	\$ 44,438
Fair value of foreign currency derivatives contracts	\$2,018	\$ 42

The fair value of the Company’s derivative instruments is summarized below (in thousands):

	Balance Sheet Location	Fair Value of Derivative Instruments	
		As of June 30, 2017	As of December 31, 2016
<b>Derivative Assets</b>			
Derivatives not designated as hedging instruments:			
Foreign currency derivatives contracts	Prepaid expenses and other current assets	\$2,020	\$ 108
<b>Derivative Liabilities</b>			
Derivatives not designated as hedging instruments:			
Foreign currency derivatives contracts	Accrued expenses and other liabilities	\$2	\$ 66

The following summarizes certain information regarding the Company’s derivatives that are not designated or are not effective as hedges (in thousands):

Gain (losses) on Derivative Instruments Recognized in Statements of Operations
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		Three Months Ended June 30,	Six Months Ended June 30,
	Location	2017	2016
Foreign currency derivatives contracts	Other expense	\$38	\$(393)
		\$213	\$88

## 9. 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 three and six months ended June 30, 2017 was approximately \$2.3 million and \$4.6 million, respectively. Rental expense for operating leases for the three and six months ended June 30, 2016 was approximately \$2.6 million and \$5.3 million, respectively.

### 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 into the employee's 401(k) account and are subject to 5 year graded vesting. Salaries and related expenses include \$0.4 million and \$0.8 million of employer matching contributions for the three and six months ended June 30, 2017. Salaries and related expenses include \$0.3 million and \$0.7 million of employer matching contributions for the three and six months ended June 30, 2016.

### Letters of Credit

As of June 30, 2017, the Company has a \$1.9 million letter of credit outstanding substantially in favor of a certain landlord for office space. In addition, the Company has a letter of credit totaling \$0.1 million as a security deposit for the due performance by the Company of the terms and conditions of a supply contract. There were no draws against these letters of credit during the three and six months ended June 30, 2017.

## 10. Stockholders' Equity

### Common Stock

As of June 30, 2017, there were 100,000,000 shares of common stock authorized, and 58,763,919 shares issued and outstanding. As of December 31, 2016, there were 100,000,000 shares of common stock authorized, and 58,276,447 shares issued and outstanding. The par value for common shares is \$0.001.

### Preferred Stock

As of June 30, 2017 and December 31, 2016, 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 February 16, 2016, the Company's Board of Directors increased the aggregate purchase price of the total stock repurchase program by an additional \$14.0 million. On November 21, 2016, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from \$64.0 million to \$74.0 million and extended the expiration date of the program out to December 31, 2017. There were 247,430 shares repurchased under this program during the six months ended June 30, 2017, which were recorded in treasury stock at par on the condensed consolidated balance sheets as of June 30, 2017. As of June 30, 2017, approximately \$18.4 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 per share weighted average fair value of stock options granted during the three and six months ended June 30, 2017 was \$3.55 and \$3.50, respectively. The per share weighted average fair value of stock options granted during the three and six months ended June 30, 2016 was \$3.03 and \$3.00, 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:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Dividend yield	0.0%	0.0%	0.0%	0.0%
Risk-free interest rate	1.7% - 1.9%	1.0% - 1.4%	1.7% - 1.9%	1.0% - 1.4%
Expected life (in years)	5	5	5	5
Historical volatility	46.6% - 47.6%	47.7% - 48.2%	46.6% - 47.6%	47.3% - 48.2%

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

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 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.

Subject to stockholder approval, which was obtained on June 2, 2017, the Company's Board of Directors amended and restated the Amended 2009 Plan effective April 30, 2017. The amended and restated plan increased the number of shares authorized for issuance under the plan by an additional 4,000,000, thereby reserving for issuance 27,817,744 shares of common stock in the aggregate. Options to acquire common stock granted thereunder have 10-year terms. As of June 30, 2017, approximately 5.4 million shares of common stock were reserved for issuance under the 2009 Plan (taking into account all option exercises through June 30, 2017).

#### Employee Stock Purchase Plan

In June 2010, the Company's stockholders approved the 2010 Employee Stock Purchase Plan with 1,000,000 shares of common stock initially reserved for issuance. Subject to stockholder approval, which was obtained on June 2, 2017, the Company's Board of Directors amended and restated the 2010 Employee Stock Purchase Plan effective April 30, 2017. The amended and restated plan increased the number of shares authorized for issuance under the plan by an additional 1,000,000, thereby reserving for issuance 2,000,000 shares of common stock in the aggregate. As of June 30, 2017, approximately 1.1 million shares of common stock were reserved for issuance under the Employee Stock Purchase Plan (taking into account all share purchases through June 30, 2017).

## Stock Option Activity

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

	Stock Option Activity	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Balance outstanding at December 31, 2016	7,769	\$ 10.88		
Granted	1,420	8.18		
Exercised	(280 )	6.92		
Cancelled or expired	(533 )	11.57		
Balance outstanding at June 30, 2017	8,376	\$ 10.51	6.07	\$ 13,799
Options vested and expected to vest	7,660	\$ 10.73	5.76	\$ 11,732
Options exercisable at June 30, 2017	5,608	\$ 11.27	4.76	\$ 7,585

The total fair value of stock options exercised during the six months ended June 30, 2017 was approximately \$1.0 million. On January 1, 2017, the Company adopted ASU 2016-09, Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”) and elected to continue to estimate forfeitures over the course of a vesting period. As of June 30, 2017, there was approximately \$8.2 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.

The following table summarizes information about outstanding and vested stock options as of June 30, 2017:

Range of Exercise Prices	Options Outstanding		Weighted-Average Remaining Contractual Life	Options Exercisable	
	Number of Shares Outstanding (in thousands)	Weighted-Average Exercise Price		Number of Shares (in thousands)	Weighted-Average Exercise Price
\$1.79 - \$7.02	932	3.96	\$ 5.22	714	\$ 4.81
\$7.04 - \$7.45	393	7.38	7.26	217	7.19
\$7.60 - \$7.60	884	9.85	7.60	—	—
\$7.95 - \$9.24	848	6.28	8.97	556	9.13
\$9.34 - \$10.05	990	7.33	9.75	515	9.77
\$10.13 - \$10.13	879	5.95	10.13	686	10.13
\$10.31 - \$12.32	925	5.91	11.12	623	11.39
\$12.46 - \$13.28	1,077	4.25	13.11	1,025	13.11
\$13.34 - \$16.98	1,127	5.54	15.28	951	15.60
\$17.88 - \$18.24	321	4.64	18.05	321	18.05
	8,376	6.07	\$ 10.51	5,608	\$ 11.27

## Restricted Stock Unit Activity

A summary of the Company's restricted stock units ("RSUs") activity and weighted average exercise prices follows:

	Restricted Stock Unit Activity		
	Weighted		
	Number of Shares (in thousands)	Average Grant Date Fair Value (Per Share)	Aggregate Fair Value (in thousands)
Balance outstanding at December 31, 2016	1,188	\$ 8.44	\$ —
Awarded	299	7.60	—
Released	(232 )	8.27	—
Forfeited	(208 )	8.51	—
Non-vested and outstanding at June 30, 2017	1,047	\$ 8.21	\$ 11,544
Expected to vest	771	\$ 8.49	\$ 8,484

RSUs granted to employees generally vest over a four-year period. In accordance with ASU 2017-09, as of June 30, 2017, total unrecognized compensation cost, adjusted for estimated forfeitures, related to nonvested RSUs was approximately \$8.6 million and the weighted-average remaining vesting period was 2.8 years.

## 11. Restructuring

The Company's restructuring costs related to the wind down of our legacy platform and severance costs associated with re-prioritizing and reallocating resources to focus on areas showing high growth potential. The expense associated with this restructuring was approximately \$2.1 million and \$2.3 million during the three and six months ended June 30, 2017, respectively. The restructuring liability was approximately \$3.2 million as of June 30, 2017 and \$2.6 million as of December 31, 2016. It is classified as accrued expenses and other current liabilities on the condensed consolidated balance sheets.

The following table presents the detail of the liability for the Company's restructuring charges for the periods presented (amounts in thousands):

	June 30, December	
	2017	31, 2016
Balance, Beginning of the year	\$2,551	\$ 1,328
Severance and other associated costs	399	1,585
Cash payments	(1,625 )	(1,328 )
Wind down cost legacy platform	1,916	966
Balance, End of year	\$3,241	\$ 2,551

The following table presents the detail of expenses for the Company's restructuring charges for the three months ended June 30, 2017 (amounts in thousands):

	June	June
	30,	30,
	2017	2016
Severance and other associated costs	\$289	\$ —
Wind down cost legacy platform	1,787	—
Total restructuring costs	\$2,076	\$ —

The following table presents the detail of expenses for the Company's restructuring charges for the six months ended June 30, 2017 (amounts in thousands):

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	June	June
	30,	30,
	2017	2016
Severance and other associated costs	\$399	\$ —
Wind down cost legacy platform	1,916	—
Total restructuring costs	\$2,315	\$ —

## 12. Legal Matters

The Company previously filed an intellectual property suit against [24]7 Customer, Inc. in the Southern District of New York on March 6, 2014 seeking damages on the grounds that [24]7 reverse engineered and misappropriated the Company's technology to develop competing products and misused the Company's business information. On June 22, 2015, [24]7 Customer, Inc. filed suit against the Company in the Northern District of California alleging patent infringement. On December 7, 2015, [24]7 Customer Inc. filed a second patent infringement suit against the Company, also in the Northern District of California. On March 16, 2017, the New York case was voluntarily transferred and consolidated with the two California cases in the Northern District of California for all pre-trial purposes. Recent Court rulings in the Company's favor have invalidated multiple [24]7 patents that were asserted in the patent cases. Trial for the Company's intellectual proper and other claims asserted against [24]7 in the original litigation is currently set for November 26, 2018. The Company believes the claims filed by [24]7 are without merit and intends to defend them vigorously.

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 disclosure 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 in 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 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 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### General

Our discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which 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 condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. These estimates and assumptions relate to estimates of the carrying amount of goodwill, intangibles, depreciation, stock based-compensation, valuation allowances for deferred income taxes, accounts receivable, the expected term of a customer relationship, accruals and other factors. 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.

### Overview

LivePerson was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced in November 1998. We are a leading provider of mobile and online business messaging solutions that power digital communication between brands and consumers. LiveEngage, our enterprise-class, cloud-based platform, enables businesses to create a meaningful connection with consumers via messaging. As consumers have reoriented their digital lives around the smartphone, messaging apps have become their preferred communication channel to connect with each other. LivePerson allows brands to align with this new consumer preference by deploying messaging at scale for customer care and sales as an alternative to email or to calling a contact center.

LiveEngage is designed to securely deploy messaging at scale for brands with tens of millions of customers and many thousands of customer care agents. Key benefits include a sophisticated proactive targeting engine and a robust suite of text and mobile messaging, real-time chat messaging, content delivery, customer sentiment, and cobrowsing offerings that power intelligent digital engagement with consumers. LiveEngage powers conversations across each of a brand's primary digital channels, including mobile apps, mobile and desktop web browsers, social media and third-party consumer messaging platforms. More than 18,000 businesses, including Adobe, Citibank, HSBC, EE, IBM, L'Oreal, PNC, and The Home Depot employ our technology to keep pace with rising customer service expectations and to align with preferences for digital communication channels.

We are organized into two operating segments: Business and Consumer. The Business segment enables brands to leverage LiveEngage's sophisticated intelligence engine and suite of online and mobile messaging offerings to proactively engage with consumers. The Consumer segment is an online marketplace that connects independent service providers ("Experts") who provide information and knowledge for a fee via mobile and online messaging with individual consumers ("Users").

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

#### **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 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. We plan to leverage our new LiveEngage platform to replace a portion of calls traditionally made to 1-800 numbers with text and mobile messaging, and to increase adoption of real-time, campaign-based messaging across our customers' online properties. We intend to collaborate with our large installed customer base to optimize the value and effectiveness that brands derive from our services. We are also

focused on strengthening our recurring revenue stream by signing larger, long-term, and more strategic deals. Fuel Increased Usage by Expanding our Engagement Tools and Offering Platform Pricing. In 2011, we began expanding on our market leading real-time chat messaging product by adding new technologies that augment digital consumer engagement, including targeted content delivery and transcript analytics. In 2014, we introduced LiveEngage, whereby we seamlessly integrated into a single platform an expanded suite of mobile and online business messaging technologies, including traditional desktop chat messaging, mobile chat messaging, content delivery, analytics, cobrowse, PCI, customer sentiment, and mobile messaging via in-app, SMS, browser-based search and Facebook Messenger. LiveEngage delivers rich, contextually aware targeting and personalized experiences across mobile and desktop devices. We also began offering a new platform pricing model, which provides brands access to our entire suite of messaging technologies across their entire

agent pool for a pre-negotiated cost per interaction. We believe this model is more attractive and will lead to increased usage versus our historic approach of requiring brands to negotiate each agent seat and product license separately. In late 2016, we began launching product programs designed to promote usage of our broader suite of capabilities for targeted customers.

**Leveraging Partners to Enhance our Offering.** 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. For example, in 2015 we integrated LiveEngage with one of the leading consumer messaging platforms and in 2016 we integrated LiveEngage with one of the leading mobile search ad extensions, enabling consumers to initiate SMS messaging conversations with brands directly out of their mobile search results. In 2017, we launched LiveEngage for Bots, a platform extension that allows artificial intelligence/bots vendors to integrate their solutions to LiveEngage. We also launched a developer community that enables third parties to develop on top of our platform and products by accessing application programming interfaces.

**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.

**International Presence.** LivePerson is focused on expanding our international revenue contribution, which increased to 34% of total revenue in 2016, from 33% in 2015, despite approximately \$3.5 million of adverse foreign currency exchange impact. LivePerson generated positive results from previous investments in direct sales and services personnel in the United Kingdom and Western Europe. We also continued to focus on expanding our presence in the Asia Pacific region, leveraging our relationships with partners such as NTT Solco, a subsidiary of telecom firm NTT Docomo and Information Services International-Dentsu, Ltd. (ISID).

**Continuing to Build Brand Recognition.** As a pioneer of brand-to-consumer digital messaging, 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 brand-to-consumer messaging. In addition, we continue to develop relationships with the media, industry analysts and relevant business associations to enhance awareness of our leadership within the industry. Our brand name is also visible to both business users and consumers. When a consumer messages a customer care professional on a brand's website, our brand name is usually displayed on the dialog messaging 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 believe the introduction of LiveEngage marks the most important product launch in our history, as it empowers brands to deploy messaging at scale for customer care and sales, instead of demanding that consumers use email or call a 1-800 number. Furthermore, our platform strategy makes available the full suite of LivePerson's capabilities through a single solution. In addition, the open architecture of LiveEngage will enable LivePerson to rapidly add new capabilities either directly or through partners. For example, we see opportunities for additional efficiencies in the contact center through the integration of artificial intelligence and bots. 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. Our strategy is to continue to enhance the LiveEngage messaging platform and to leverage the substantial amount of mobile and online consumer data we collect, with the aim of increasing agent efficiency, decreasing customer care costs, improving the customer experience and increasing customer lifetime value.

**Evaluating Strategic Alliances and Acquisitions When Appropriate.** We have successfully integrated several acquisitions over the past decade. While we have in the past, and may from time to time in the future, engage in

discussions regarding acquisitions or strategic transactions 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 transactions.

**Key Metrics**

Financial overview of the three months ended June 30, 2017 compared to the three months ended June 30, 2016:

• Total revenue decreased 5% to \$54.1 million from \$56.7 million.

• Revenue from our Business segment decreased 5% to \$49.6 million from \$52.4 million.

• Gross profit margin increased to 72% from 69%.

• Cost and expenses decreased 3% to \$60.8 million from \$62.5 million.

Net loss decreased to \$7.5 million from net loss of \$7.8 million.

Average annual revenue per enterprise and mid-market customer was approximately \$205,000 over the trailing twelve months ended June 30, 2017, in line with the trailing twelve months of June 30, 2016.

The dollar retention rate for full service customers on LiveEngage was greater than 100% over the trailing twelve months ended June 30, 2017 in line with the trailing twelve months ended March 31, 2017.

#### 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, the most directly comparable GAAP financial measures. We have included adjusted EBITDA and adjusted net income in this Quarterly Report on Form 10-Q 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 potentially dilutive impact of restructuring cost;

adjusted EBITDA does not consider the potentially dilutive impact of other non-recurring 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 income (loss) and our other GAAP results. The following table presents a reconciliation of adjusted EBITDA for each of the periods indicated (amounts in thousands):

	Three Months Ended		Six Months Ended June		
	June 30, 2017	2016	30, 2017	2016	
Reconciliation of Adjusted EBITDA					
GAAP net loss	\$(7,533)	\$(7,766)	\$(13,209)	\$(10,429)	
Amortization of purchased intangibles	1,429	1,714	2,860	3,335	
Stock-based compensation	2,347	3,026	4,260	5,345	
Depreciation	3,045	3,628	5,838	6,794	
Other non-recurring costs	1,534	(1) 2,054	(3) 3,358	(1) 2,438	(5)
Restructuring costs	2,075	(2) —	2,315	(4) —	
Provision for income taxes	673	1,306	1,744	1,861	
Other income, net	99	646	(221)	12	
Adjusted EBITDA	\$3,669	\$4,608	\$6,945	\$9,356	

(1) Includes litigation costs of \$1.5 million and \$3.4 million for the three and six months ended June 30, 2017, respectively.

(2) Includes wind down costs of legacy platform of \$1.8 million and severance costs of \$0.3 million for the three months ended June 30, 2017.

(3) Includes litigation costs of \$1.6 million and severance costs of \$0.5 million for the three months ended June 30, 2016.

(4) Includes wind down costs of legacy platform of \$1.9 million and severance costs of \$0.4 million for the six months ended June 30, 2017.

(5) Includes litigation costs of \$1.9 million and severance costs of \$0.5 million for the six months ended June 30, 2016.

Our use of adjusted net (loss) 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 is a non-cash charge, the assets being amortized may have to be replaced in the future, and adjusted net (loss) income does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;

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

adjusted net (loss) income does not consider the potentially dilutive impact of restructuring cost;

adjusted net (loss) income does not consider the potentially dilutive impact of other non-recurring costs;

adjusted net (loss) income does not consider the potentially dilutive impact of deferred tax asset valuation allowance;

and

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Reconciliation of Adjusted Net Income <sup>(7)</sup>				
Pre-tax GAAP loss <sup>(7)</sup>	\$(6,860)	\$(6,460)	\$(11,465)	\$(8,568)
Amortization of purchased intangibles	1,429	1,714	2,860	3,335
Stock-based compensation	2,347	3,026	4,260	5,345
Other non-recurring costs	1,534	(1) 2,404 <sup>(3)</sup>	3,358	(1) 2,788 <sup>(5)</sup>
Restructuring costs	2,075	(2) —	2,315	(4) —
Pre-tax adjusted net income	525	684	1,328	2,900
Income tax effect of non-GAAP items	(184)	(6) (239)	(6) (7) (465)	(6) (1,015)
Adjusted net income	\$341	\$445	\$863	\$1,885

<sup>(1)</sup> Includes litigation costs of \$1.5 million and \$3.4 million for the three and six months ended June 30, 2017, respectively.

<sup>(2)</sup> Includes wind down costs of legacy platform of \$1.8 million and severance costs of \$0.3 million for the three months ended June 30, 2017.

<sup>(3)</sup> Includes litigation costs of \$1.6 million, write off of office facility depreciation of \$0.3 million and severance costs of \$0.5 million for the three months ended June 30, 2016.

<sup>(4)</sup> Includes wind down costs of legacy platform of \$1.9 million and severance costs of \$0.4 million for the six months ended June 30, 2017.

<sup>(5)</sup> Includes litigation costs of \$1.9 million, write off of office facility depreciation of \$0.3 million and severance costs of \$0.5 million for the six months ended June 30, 2016.

<sup>(6)</sup> Our non-GAAP income tax effect uses a long-term projected tax rate of 35%.

<sup>(7)</sup> During 2017, the Company updated the methodology for calculating adjusted net income. In 2016, the Company incorporated the GAAP tax rate into the calculation, whereas in 2017, the Company now starts the calculation with GAAP pre-tax (loss) income, then adds back amortization, stock-based compensation, other non-recurring, restructuring, and then applies a standardized 35% tax rate. The prior period, June 30, 2016, was adjusted to conform to the current period presentation.

#### Critical Accounting Policies and Estimates

Our condensed 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, depreciation, 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. The significant accounting policies which we believe are the most critical to aid in fully understanding and evaluating the reported consolidated financial results include the following:

### 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 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 of services. 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 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 June 30, 2017, there was approximately \$8.2 million of total unrecognized compensation cost related to nonvested stock options. That cost is expected to be recognized over a weighted average period of approximately 2.7 years. As of June 30, 2017, there was approximately \$8.6 million of total unrecognized compensation cost related to nonvested restricted stock units. That cost is expected to be recognized over a weighted average period of approximately 2.8 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 condensed consolidated financial statements. No single customer accounted for or exceeded 10% of our total revenue in the six months ended June 30, 2017 and 2016. No individual customer accounted for 10% or more of accounts receivable as of June 30, 2017 and December 31, 2016.

A large proportion of our 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. Receivables are written-off and charged against its

recorded allowance when we have exhausted collection efforts without success. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected. During the six months ended June 30, 2017, our allowance for doubtful accounts increased by \$0.3 million. During 2016, we increased our allowance for doubtful accounts by \$1.2 million to approximately \$1.7 million.

## 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, 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) 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. We perform internal valuation analysis 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 such comparables.

We evaluate for goodwill impairment annually at September 30<sup>th</sup>. At the end of the third quarter of 2016, we determined that it was not more-likely that the fair value of the reporting units are 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. We do not have any long-lived assets, including intangible assets, which we consider 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 12, Legal Matters, of the Notes to the Consolidated Financial Statements for additional information on our legal proceedings and litigation.

## Recently Issued Accounting Standards

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2017-09, "Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting" ("ASU 2017-09"). This update clarifies and reduces both (i) diversity in practice and (ii) cost and complexity when applying the guidance in Topic 718, to a change to the terms and conditions of a share-based payment award. ASU 2017-09 is effective for financial statements issued for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted. The amendments in this ASU should be applied prospectively to an award modified on or after the adoption date. We are currently evaluating the impact of this updated standard, but does not believe this update will have a significant impact on our consolidated financial statements.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, "Intangibles —Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). This update addresses concerns over the cost and complexity of the two-step goodwill impairment test. The amendments in this update remove the second step of the test. An entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. ASU 2017-04 is effective for financial statements issued for annual periods beginning after December 15, 2019, and interim periods within those annual periods. We do not expect the adoption of ASU 2017-04 to have a material effect on our financial position, results of operations or cash flows.

In January 2017, the FASB issued Accounting Standards Update No. 2017-01, "Business Combinations (Topic 805): Clarifying the Definition of a Business" ("ASU 2017-01"). This update clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of businesses. The amendments in this update provide a screen to determine when a set is not a business. If the screen is not met, it (1) requires that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) removes the evaluation of whether a market participant could replace the missing elements. ASU 2017-01 is effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within those annual periods. We do not expect the adoption of ASU 2017-01 to have a material effect on our financial position, results of operations or cash.

In March 2016, the FASB issued Accounting Standards Update No. 2016-09, "Compensation -Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" ("ASU 2016-09"). This update is intended to improve the accounting for employee share-based payments and affects all organizations that issue share-based payment awards to their employees. Several aspects of the accounting for share-based payment award transactions are simplified, including:(a) income tax consequences; (b) classification of awards as either equity or liabilities; and(c)classification on the statement of cash flows. We adopted this ASU as of the beginning of the first quarter of 2017 and have elected to continue to estimate expected forfeitures over the course of a vesting period. Further, the ASU eliminates the requirement to delay the recognition of excess tax benefits until they reduce current taxes payable. The adoption of ASU 2016-09 did not have any material impact on our financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, "Leases" ("ASU 2016-02"). ASU 2016-02 requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, "Revenue from Contracts with Customers". The new lease guidance also simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. ASU 2016-02 is effective for financial statements issued for annual periods beginning after December 15, 2018. While we are currently assessing the impact ASU 2016-02 will have on our consolidated financial statements, we expect the primary impact to our consolidated financial position upon adoption will be the recognition, on a discounted basis, of our minimum commitments under non-cancelable operating leases on our consolidated balance sheets resulting in the recording of right of use assets and lease obligations. We are also currently evaluating the timing of adoption and the impact that the standard will have on our condensed consolidated financial statements and related disclosures. Our current minimum commitments under noncancelable operating leases are disclosed in Note 9.

In May 2014, the 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, 2017, 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). In March 2016, the FASB issued implementation guidance that clarified the considerations in principal versus agent determination. In April 2016, FASB issued guidance that clarified identifying performance obligations and licensing implementation guidance contained in the new revenue recognition standard. In May 2016, FASB issued guidance that addresses narrow-scope improvements to the guidance on collectability, noncash consideration, and completed contracts at transition. In December 2016, FASB issued guidance to make minor corrections or minor improvements to the Codification that are not expected to have a significant effect on current accounting practice or create a significant administrative cost to most entities. We currently capitalize the contract costs over the contracted period. We are still analyzing the impact of this new ASU as we are currently in the process of analyzing all of our revenue streams, but based on our work to date, we believe that the current revenue recognition policy currently in place already depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services and as a result the adoption of this ASU is not expected to have a material impact on our financial statements. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented, full retrospective method, or retrospectively with the cumulative effect of initially applying

the guidance recognized at the date of initial application, modified retrospective method. We plan to adopt the standard using the modified retrospective method through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. We will adopt this guidance at the beginning of its first quarter of fiscal year 2018.

#### 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, quarterly or annual 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 three and six months ended June 30, 2017 and 93% of total revenue for the three and six months ended June 30, 2016. Revenue attributable to our monthly hosted Business services accounted for 89% of total Business revenue for the three and six months ended June 30, 2017 and 2016. 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 typically ranges from 30 to 90 days, it may take more or less time between contract signing and recognizing revenue in certain situations.

Revenue from our Consumer segment is generated from online transactions between Experts and Users and is recognized net of Expert fees and accounted for approximately 8% of total revenue for the three and six months ended June 30, 2017 and 7% of total revenue for the three and six months ended June 30, 2016.

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;
- outside labor provider costs;
- compensation costs relating to our network support staff;
- depreciation of certain hardware and software;
- allocated occupancy costs and related overhead;
- 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 consumer and self-service customers; and
- amortization of certain intangibles.

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, marketing events, 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.





### Non-Cash Compensation Expense

The net non-cash compensation amounts are as follows:

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
	2017	2016	2017	2016
	(in thousands)		(in thousands)	
Stock-based compensation expense	\$2,347	\$3,026	\$4,260	\$5,345

### Results of Operations

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 Experts and Users seeking information and knowledge for a fee via real-time chat.

Comparison of the Three and Six Months Ended June 30, 2017 and 2016

#### Revenue

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(in thousands)			(in thousands)		
Revenue by Segment:						
Business	\$49,614	\$52,441	(5 )%	\$96,363	\$104,140	(7 )%
Consumer	4,460	4,238	5 %	8,630	8,004	8 %
Total	\$54,074	\$56,679	(5 )%	\$104,993	\$112,144	(6 )%

Business revenue decreased by 5% to \$49.6 million in the three months ended June 30, 2017, from \$52.4 million in the comparable period in 2016. This variance is primarily attributable to the decrease in revenue from existing customers by approximately \$3.9 million, and a decrease in revenue that is variable based on pay for performance, and interactions and usage of approximately \$2.1 million; offset in part by the increase of revenue from new customers and professional services of approximately \$3.2 million.

Business revenue decreased by 7% to \$96.4 million in the six months ended June 30, 2017, from \$104.1 million in the comparable period in 2016. This variance is primarily attributable to the decrease in revenue from existing customers by approximately \$12.6 million, and a decrease in revenue that is variable based on pay for performance, and interactions and usage of approximately \$3.3 million; offset in part by the increase of revenue from new customers and professional services of approximately \$8.2 million.

Overall decrease in business revenue is primarily attributable to our focus on migration of current customers from our old platform to our new LiveEngage platform instead of selling to new customers or expanding our services to existing customers in 2016, which has a carry-over effect in 2017. In addition, the majority of customers have been notified for end of life on the legacy offering in 2017, and not every legacy customer has elected to move to LiveEngage. As of January 1, 2017, our focus shifted back to selling and expanding our base of messaging customers. Consumer revenue increased by 5% to \$4.5 million in the three months ended June 30, 2017 and 8% to \$8.6 million in the six months ended June 30, 2017 from \$4.2 million and \$8.0 million in the comparable periods in 2016. This variance is driven by an increase in price per minute, which was partially 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, outside labor provider costs, the cost of supporting our server and network infrastructure, and allocated occupancy costs and related overhead.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Cost of revenue - business	\$14,206	\$16,691	(15 )%	\$27,112	\$31,929	(15 )%
Percentage of total revenue	26	% 29	%	26	% 28	%
Headcount (at period end):	229	294	(22 )%	229	294	(22 )%

Cost of revenue decreased by 15% to \$14.2 million in the three months ended June 30, 2017, from \$16.7 million in the comparable period in 2016. This variance is primarily attributable to decreases in total compensation and related costs for customer service and network operations personnel of approximately \$1.8 million and in primary and backup server facilities and allocated overhead related to costs supporting our server and network infrastructure of approximately \$0.7 million.

Cost of revenue decreased by 15% to \$27.1 million in the six months ended June 30, 2017, from \$31.9 million in the comparable period in 2016. This variance is primarily attributable to decreases in total compensation and related costs for customer service and network operations personnel of approximately \$3.0 million, depreciation by approximately \$1.2 million, and in primary and backup server facilities and allocated overhead related to costs supporting our server and network infrastructure of approximately \$1.0 million. This was offset partially by increases in amortization expenses of \$0.5 million.

The decrease in cost of revenue was tied to our ability to operationalize cost savings by moving brands off of our legacy platform and realigning our go-to-market strategy around LiveEngage.

#### 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.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Cost of revenue - consumer	\$928	\$817	14 %	\$1,803	\$1,443	25 %
Percentage of total revenue	2	% 1	%	2	% 1	%
Headcount (at period end)	20	19	5 %	20	19	5 %

Cost of revenue increased by 14% to \$0.9 million in the three months ended June 30, 2017, from \$0.8 million in the comparable period in 2016. This variance is primarily due to increases in salary and related employee expenses of approximately \$0.1 million and depreciation expense of approximately \$0.1 million.

Cost of revenue increased by 25% to \$1.8 million in the six months ended June 30, 2017, from \$1.44 million in the comparable period in 2016. This variance is primarily due to increases in salary, outsourced labor, and related employee expenses of approximately \$0.2 million and depreciation expense of approximately \$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, marketing events, public relations, trade show exhibit expenses and allocated occupancy costs and related overhead.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Sales and marketing - business	\$21,242	\$21,315	— %	\$40,785	\$42,328	(4 )%
Percentage of total revenue	39	% 38	%	39	% 38	%

Headcount (at period end): 287 319 (10 )% 287 319 (10 )%

Sales and marketing expenses remained relatively flat in the three months ended June 30, 2017 from the comparable period in 2016. There were decreases in compensation and related costs for sales and marketing personnel of approximately \$2.8 million partially offset by increases in marketing events, advertising, public relations, and tradeshow exhibit expenses of approximately \$2.5 million and in outsourcing and subcontracted labor by approximately \$0.2 million.

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Sales and marketing expenses decreased by approximately 4% to \$40.8 million in the six months ended June 30, 2017 from \$42.3 million in the comparable period in 2016. This variance was primarily due to decreases in compensation and related costs for sales and marketing personnel of approximately \$3.6 million. This was partially offset by increases in marketing events, advertising, public relations, and tradeshow exhibit expenses of approximately \$1.4 million and in outsourcing and subcontracted labor by approximately \$0.6 million.

We have realigned our go-to-market strategy around LiveEngage 2.0. Our outreach efforts are primarily focused on fostering a community of thought and industry leadership by targeting a few hundred of the world's largest brands through conference calls and events.

#### Sales and Marketing - Consumer

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

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Sales and marketing - consumer	\$2,150	\$1,773	21 %	\$4,307	\$3,436	25 %
Percentage of total revenue	4 %	3 %		4 %	3 %	
Headcount (at period end):	12	12	— %	12	12	— %

Sales and marketing expenses increased by 21% to \$2.2 million in the three months ended June 30, 2017 and by 25% to \$4.3 million in the six months ended June 30, 2017 from \$1.8 million and \$3.4 million in the comparable periods in 2016. The increase was primarily attributable to advertising and online expenses.

#### General and Administrative

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

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
General and administrative	\$10,437	\$10,161	3 %	\$20,130	\$19,690	2 %
Percentage of total revenue	19 %	18 %		19 %	18 %	
Headcount (at period end):	107	115	(7) %	107	115	(7) %

General and administrative expenses increased by 3% to \$10.4 million in the three months ended June 30, 2017 from \$10.2 million in the comparable period in 2016. This variance is primarily attributable increases in information technology, allocated overhead, and other general corporate expenses in the amount of approximately \$0.9 million and outsourced labor and other business services of approximately \$0.3 million. This was partially offset by decreases in non-recurring litigation expense of approximately \$0.5 million and total compensation and related employee expenses of approximately \$0.4 million. Non-recurring litigation expense was \$1.5 million for the three months ended June 30, 2017.

General and administrative expenses increased by 2% to \$20.1 million in the six months ended June 30, 2017 from \$19.7 million in the comparable period in 2016. This variance is primarily attributable to increases in non-recurring litigation expense of approximately \$1.2 million and increases in information technology, allocated overhead, and other general corporate expenses in the amount of approximately \$0.8 million. This was partially offset by decreases in total compensation and related employee expenses of approximately \$0.7 million, in outsourced labor and other business services of approximately \$0.6 million, and in depreciation expense of approximately \$0.2 million. Non-recurring litigation expense was \$3.4 million for the six months ended June 30, 2017.

### Product Development

Our product development expenses consist 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.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Product development	\$9,326	\$10,719	(13 )%	\$19,285	\$19,933	(3 )%
Percentage of total revenue	17 %	19 %		18 %	18 %	
Headcount (at period end):	296	269	10 %	296	269	10 %

Product development costs decreased by 13% to \$9.3 million in the three months ended June 30, 2017, from \$10.7 million in the comparable period in 2016. This variance relates to decreases in total compensation, outside labor, and associated costs for existing product development personnel of approximately \$1.6 million partially offset by increases in depreciation expense and backup server facilities and allocated overhead related to costs of supporting our server and network infrastructure of approximately \$0.3 million.

Product development costs decreased by 3% to \$19.3 million in the six months ended June 30, 2017, from \$19.9 million in the comparable period in 2016. This variance relates to decreases in total compensation, outside labor, and associated costs for existing product development personnel of approximately \$1.3 million partially offset by increases in depreciation expense and backup server facilities and allocated overhead related to costs of supporting our server and network infrastructure of approximately \$0.7 million.

We continue to invest in new product development efforts to expand the capability of LiveEngage 2.0. We recognize that every brand is unique and employs an individualized and complex approach to managing their users. In accordance with ASC 350-40 - "Internal- Use Software", as new projects are initiated that provide functionality to the LiveEngage platform, the associated development and employee costs will be capitalized. Upon completion, the project costs will be depreciated over five years. In the three months ended June 30, 2017, \$2.3 million was capitalized. In the six months ended June 30, 2017, \$4.0 million was capitalized.

### Restructuring Costs

Restructuring costs consist of re-prioritizing and reallocating resources to focus on areas showing high growth potential.

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Restructuring costs	\$2,076	\$ —	—%	\$2,315	\$ —	—%
Percentage of total revenue	4 %	—%		2 %	—%	

Restructuring costs incurred during the three and six months ended June 30, 2017 amounted to approximately \$2.1 million and \$2.3 million, respectively. This consisted primarily of severance and wind down of our legacy platform.

### Amortization of Purchased Intangibles

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	% Change	2017	2016	% Change
	(\$ in thousands)			(\$ in thousands)		
Amortization of purchased intangibles	\$470	\$1,017	(54 )%	\$942	\$1,941	(51 )%
Percentage of total revenues	1 %	2 %		1 %	2 %	

Amortization expense for purchased intangibles decreased by 54% to \$0.5 million in the three months ended June 30, 2017 and 51% to \$0.9 million in the six months ended June 30, 2017 from \$1.0 million and \$1.9 million in the comparable periods in 2016. The decrease is primarily attributable to the full amortization of Engage technology intangible along with continued amortization of our 2014 acquisitions of CAO!, Synchronite, and our investments in technology licenses.

Additional amortization expense in the amount of \$1.0 million and \$0.7 million and \$1.9 million and \$1.4 million is included in cost of revenue for the three and six months ended June 30, 2017 and 2016, respectively.

## Other (Expense) Income, net

Other (expense) income, net 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, British Pound, Euro, Australian Dollar and Japanese Yen.

Three Months Ended June 30,			Six Months Ended June 30,		
2017	2016	% Change	2017	2016	% Change
(\$ in thousands)			(\$ in thousands)		

Other (expense) income, net \$(99) \$(646) (85 )% \$221 \$(12) (1,942)%

The variance in other income in the three and six months ended June 30, 2017 from the comparable periods in 2016 is attributable to a decrease in financial income from currency exchange and hedging of approximately \$0.6 million and \$0.3 million, respectively.

## Provision For Income Taxes

Three Months Ended June 30,			Six Months Ended June 30,		
2017	2016	% Change	2017	2016	% Change
(\$ in thousands)			(\$ in thousands)		

Provision for income taxes \$673 \$1,306 (48 )% \$1,744 \$1,861 (6 )%

Income tax expense decreased by 48% to \$0.7 million and 6% to \$1.7 million for the three and six months ended June 30, 2017, from \$1.3 million and \$1.9 million for the comparable periods in 2016. Our consolidated effective tax rate is impacted by the statutory income tax rates applicable to each of the jurisdictions in which we operate.

## Net Loss

We had a net loss of \$7.5 million for the three months ended June 30, 2017 compared to a net loss of \$7.8 million for the three months ended June 30, 2016. During the three months ended June 30, 2017, there were decreases in operating expenses by approximately \$1.7 million and provision for income taxes by \$0.6 million and an increase in other income, net by approximately \$0.5 million. This was partially offset by a decrease in revenue by approximately \$2.6 million.

We had a net loss of \$13.2 million for the six months ended June 30, 2017 compared to a net loss of \$10.4 million for the six months ended June 30, 2016. During the six months ended June 30, 2017, revenue decreased by approximately \$7.2 million. This was partially offset by decreases in operating expenses by approximately \$4.0 million, increases in other income, net by \$0.2 million and decreases in provision for income taxes by \$0.1 million.

## Liquidity and Capital Resources

Six Months Ended  
June 30,  
2017    2016  
(in thousands)

## Consolidated Statements of Cash Flows Data:

Cash flows provided by operating activities	\$5,364	\$14,762
Cash flows used in investing activities	(7,045 )	(5,198 )
Cash flows provided by (used) in financing activities	807	(3,916 )

As of June 30, 2017, we had approximately \$54.4 million in cash and cash equivalents, an increase of approximately \$3.5 million from December 31, 2016. The increase is primarily attributable to net cash provided by operating activities, relating to deferred revenue, accounts receivable, and depreciation expense, and net cash provided by investing activities, partially offset by cash flows used in investing relating to purchases of fixed assets related to the build-out of our co-location facility.

Net cash provided by operating activities was \$5.4 million for the six months ended June 30, 2017 and consisted primarily of increases in deferred revenue, decreases in accounts receivable, and non-cash expenses related to depreciation, stock compensation, and amortization of purchased intangibles. This was offset partially by net loss, increases in prepaid expenses and other current assets, and decreases in accounts payable and accrued expenses. Net cash provided by operating activities was \$14.8 million for the six months ended June 30, 2016 and consisted primarily of net loss, non-cash expenses related to amortization of purchased intangibles and depreciation, increases in deferred revenue and prepaid expenses, an increase in accounts receivable and a decrease in accounts payable.

Net cash used in investing activities was \$7.0 million in the six months ended June 30, 2017 and was due primarily to the purchase of fixed assets for our co-location facilities and intangible assets. Net cash used in investing activities was \$5.2 million in the six months ended June 30, 2016 and was due primarily to the purchase of fixed assets for our co-location facilities, capitalization of internally developed software, and restricted cash associated with foreign currency forward contracts.

Net cash provided by financing activities was \$0.8 million in the six months ended June 30, 2017 and was due primarily to proceeds from the issuance of common stock in connection with the exercise of stock options by employees, partially offset by repurchase of our common stock. Net cash used in financing activities was \$3.9 million in the six months ended June 30, 2016 and consisted primarily of the repurchase of our common stock.

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 have incurred net losses and negative cash flows for various quarterly and annual periods since our inception, including during numerous quarters and annual periods in the past several years. As of June 30, 2017, we had an accumulated deficit of approximately \$158.2 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 twelve (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 three and six months ended June 30, 2017 was approximately \$2.3 million and \$4.6 million, respectively. Rental expense for operating leases for the three and six months ended June 30, 2016 was approximately \$2.6 million and \$5.3 million, respectively.

As of June 30, 2017, our principal commitments were approximately \$27.5 million under various operating leases, of which approximately \$4.4 million is due in 2017. We currently expect that our principal commitments for the year ending December 31, 2017 will not exceed \$10.0 million in the aggregate.

Our contractual obligations at June 30, 2017 are summarized as follows:

Contractual Obligations	Payments due by period (in thousands)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	\$27,502	\$ 8,762	\$ 12,636	\$ 4,693	\$ 1,411

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Foreign Currency Exchange Risks

As a result of the expanded 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. During the three and six months ended June 30, 2017, the U.S. dollar depreciated by approximately 7% and 6%, respectively, as compared to the NIS. During the three and six months ended June 30, 2017, expenses generated by our Israeli operations totaled approximately \$14.5 million and \$29.7 million, respectively. During 2017, we hedged 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 British Pound; the functional currency of our operations in the Netherlands, Germany, Italy and France 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.

#### 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 the six months ended June 30, 2017, our allowance for doubtful accounts increased by \$0.3 million to approximately \$2.0 million. During 2016, we increased our allowance for doubtful accounts from \$1.2 million to approximately \$1.7 million. A large proportion of our 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. Receivables are written-off and charged against its recorded allowance when we have exhausted collection efforts without success. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected.

#### 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 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 4. Controls and Procedures

#### 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 Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of June 30, 2017. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as

of June 30, 2017 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.

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#### Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2017 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.

#### 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.

## Part II. Other Information

### Item 1. Legal Proceedings

We previously filed an intellectual property suit against [24]7 Customer, Inc. in the Southern District of New York on March 6, 2014 seeking damages on the grounds that [24]7 reverse engineered and misappropriated our technology to develop competing products and misused our business information. On June 22, 2015, [24]7 Customer, Inc. filed suit against us in the Northern District of California alleging patent infringement. On December 7, 2015, [24]7 Customer Inc. filed a second patent infringement suit against us, also in the Northern District of California. On March 16, 2017, the New York case was voluntarily transferred and consolidated with the two California cases in the Northern District of California for all pre-trial purposes. Recent Court rulings in our favor have invalidated multiple [24]7 patents that were asserted in the patent cases. Trial for our intellectual proper and other claims asserted against [24]7 in the original litigation is currently set for November 26, 2018. We believe the claims filed by [24]7 are without merit and intends to defend them vigorously.

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 disclosure 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 in 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 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016, filed on March 10, 2017, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. There have been no material changes to the risk factors described in our most recent Annual Report on Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## Unregistered Sales of Equity Securities

None.

## Purchase of Equity Securities by the Issuer

A summary of our repurchase activity for the three months ended June 30, 2017 appears below:

Period	Total Number of Shares Purchased (1) (2)	Average Price Paid per Share (1) (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1) (2) (3)
4/1/2017 – 4/30/2017	99,201	\$ 7.05	99,201	\$ 19,159,706
5/1/2017 – 5/31/2017	—	—	—	18,460,776
6/1/2017 – 6/30/2017	6,229	6.88	6,229	18,395,372
Total	105,430	\$ 6.88	105,430	\$ 18,395,372

On December 10, 2012, we announced that our Board of Directors approved a share repurchase program through June 30, 2014. Under the stock repurchase program, we were authorized to repurchase shares of the our common (1) 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, our 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, our Board of Directors extended the expiration date of the program out to (2) December 31, 2016. On February 16, 2016, our Board of Directors increased the aggregate purchase price of the total stock repurchase program by an additional \$14.0 million. On November 21, 2016, our Board of Directors increased the aggregate purchase price of the stock repurchase program from \$64.0 million to \$74.0 million and extended the expiration date of the program out to December 31, 2017. As of June 30, 2017, approximately \$18.4 million remained available for purchases under the program.

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

## Item 3. Defaults Upon Senior Securities

None.

## Item 4. Mine Safety Disclosures

None.

## Item 5. Other Information

None.

ITEM 6. EXHIBITS

The following exhibits are filed as part of this Quarterly Report on Form 10-Q:

- 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

\*\* These certifications are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference in any filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, irrespective of any general incorporation language in any filings.

† In accordance with Rule 406T of Regulation S-T, these XBRL (eXtensible Business Reporting Language) documents are furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements 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.

LIVEPERSON, INC.

(Registrant)

Date: July 28, 2017 By: /s/ ROBERT P. LOCASCIO

Name: Robert P. LoCascio

Title: Chief Executive Officer (principal executive officer)

Date: July 28, 2017 By: /s/ DANIEL R. MURPHY

Name: Daniel R. Murphy

Title: Chief Financial Officer (principal financial and accounting officer)



EXHIBIT INDEX

Number Description

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