

LIVEPERSON INC  
Form 8-K  
June 07, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 6, 2013**

**LivePerson, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-30141**  
(Commission  
File Number)

**13-3861628**  
(IRS Employer  
Identification No.)

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

**10018**

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(Address of principal executive offices) (Zip Code)

**(212) 609-4200**

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

LivePerson, Inc. (the “Company”) held its Annual Meeting of Stockholders on June 6, 2013 (the “Annual Meeting”). As of April 19, 2013, the record date for the Annual Meeting, there were a total of 55,075,898 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 44,710,329 shares of the Company’s common stock were represented in person or by proxy, and therefore a quorum was present.

At the Annual Meeting, the stockholders elected the following Class I director nominee to serve on the Company’s Board of Directors until the 2016 Annual Meeting of Stockholders, or until such director’s successor is duly elected and qualified, with the following voting results:

| Director            | For        | Withhold  | Broker<br>Non-Votes |
|---------------------|------------|-----------|---------------------|
| William G. Wesemann | 36,665,526 | 4,375,671 | 3,669,132           |

At the Annual Meeting, the stockholders also ratified the Audit Committee’s appointment of BDO USA, LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2013, with the following voting results:

| For        | Against | Abstain   | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 43,018,090 | 499,653 | 1,192,316 | 270              |

At the Annual Meeting, the stockholders also approved, on an advisory non-binding basis, the executive compensation of the Company’s named executive officers, with the following voting results:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 37,189,695 | 3,765,153 | 86,078  | 3,669,403        |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LIVEPERSON, INC.**  
(Registrant)

Date: June 7, 2013

By: /s/ Monica L. Greenberg  
Monica L. Greenberg  
*Senior Vice President, Business Affairs and General  
Counsel*