LOCASCIO ROBERT P

Form 5

February 14, 2013

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LOCASCIO ROBERT P Symbol LIVEPERSON INC [LPSN] (Check all applicable)

(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	`	7
			(Month/Day/Year)	_X_ Director	10% Owner
			12/31/2012	_X_ Officer (give ti	tle Other (specify
C/O LIVEPE	RSON INC	475		below)	below)
	· · · · · · · · · · · · · · · · · · ·	**		Chief Ex	ecutive Officer
TENTH AVE	ENUE, 31H	FLOOK			

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

(check applicable line)

NEW YORK, NYÂ 10018

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	Zip) Table	e I - Non-Deri	vative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Prior	Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/26/2012	Â	G	40,000 D \$0	4,722,963	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transaction Code	5. Number of	6. Date Exerc Expiration Do (Month/Day/	ate	7. Title Amou Under	nt of	8. Price of Derivative Security	
(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e	. va.,	Securi	, ,	(Instr. 5)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

of D

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
LOCASCIO ROBERT P						
C/O LIVEPERSON, INC.,	î v	â	Chief Executive Officer	â		
475 TENTH AVENUE, 5TH FLOOR	AA	A	A Chief Executive Officer	А		
NEW YORK Â NYÂ 10018						

Signatures

/s/ Robert P.
LoCascio

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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