

LIVEPERSON INC  
Form 8-K  
June 29, 2015

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

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FORM 8-K

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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 4, 2015

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LivePerson, Inc.  
(Exact Name of Registrant as Specified in its Charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

0-30141  
(Commission File Number)

13-3861628  
(I.R.S. Employer  
Identification No.)

475 Tenth Avenue, 5th Floor  
New York, New York 10018  
(Address of principal executive  
offices, with zip code)

(212) 609-4200  
Registrant's telephone number, including area code  
N/A  
(Former name or former address, if changed since last report)

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

LivePerson, Inc. (the “Company”) held its Annual Meeting of Stockholders on June 4, 2015 (the “Annual Meeting”). As of April 16, 2015, the record date for the Annual Meeting, there were a total of 56,473,395 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 42,366,758 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 III directors nominees to serve on the Company’s Board of Directors until the 2018 Annual Meeting of Stockholders, or until such director’s successor is duly elected and qualified, with the following voting results:

| Director           | For        | Withhold  | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Kevin C. Lavan     | 36,291,086 | 1,642,866 | 4,432,806        |
| Director           | For        | Withhold  | Broker Non-Votes |
| Robert P. LoCascio | 36,669,730 | 1,264,222 | 4,432,806        |

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, 2015, with the following voting results:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 42,148,403 | 130,300 | 16,069  | 71,986           |

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 |
|------------|-----------|---------|------------------|
| 36,535,788 | 1,378,949 | 19,214  | 4,432,807        |

At the Annual Meeting, the stockholders also approved the Company’s Amended and Restated Incentive Plan, with the following voting results:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 35,399,031 | 2,513,787 | 21,136  | 4,432,804        |

SIGNATURE

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

LIVEPERSON, INC.  
(Registrant)

Date: June 29, 2015

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