LIVEPERSON INC Form SC 13G/A February 14, 2002

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OMB	APP	RO	VA	L											

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

SCHEDULE 13G (RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 1) *

LivePerson, Inc.

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE

(Title of Class of Securities)

53814610

(CUSIP Number)

DECEMBER 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

// Rule 13d-1(b) // Rule 13d-1(c) /x/ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the \mbox{Act} (however, see the \mbox{Notes}).

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SCHEDULE 13G

Item 1(a). NAME OF ISSUER: LivePerson, Inc. (the "Company")

ITEM 2(a) ITEM 2(b) ITEM 2(c) _____ _____ _____ CITIZENSHIP OR PLACE NAME OF PERSON FILING ADDRESS OF ORGANIZATION _____ _____ _____ Highland Capital Partners IV 92 Hayden Avenue Delaware Limited Partnership ("Highland Lexington, MA 02421 Capital"), a Delaware limited partnership Highland Management Partners IV 92 Hayden Avenue LLC ("Highland Management"), Lexington, MA 024 Delaware LLC ("Highland Management"), Lexington, MA 02421 a Delaware limited liability company and the sole general partner of Highland Capital Robert F. Higgins, Paul A. Maeder, Highland Capital Partners, Inc. United States Daniel J. Nova and Wycliffe K. 92 Hayden Avenue Grousbeck, the managing Lexington, MA 02421 members of Highland

Item 4. OWNERSHIP.

Management

Not applicable.

member of Highland

Management, and Keith E. Benjamin, a former managing

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

This statement is being filed to report the fact that as of the date hereof each reporting person has ceased to be the beneficial owner of more than five percent of the Common Stock, par value \$.001 per share, of the Company.

ALL OTHER ITEMS REPORTED ON THE SCHEDULE 13G DATED AS OF FEBRUARY 5, 2001 AND FILED ON BEHALF OF THE REPORTING PERSONS WITH RESPECT TO THE COMMON STOCK OF LivePerson, INC. REMAIN UNCHANGED.

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SIGNATURE

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2002

HIGHLAND CAPITAL PARTNERS IV LIMITED PARTNERSHIP

By: Highland Management

Partners IV LLC, Its General Partner

By: /S/ ROBERT F. HIGGINS

----Managing Member

HIGHLAND MANAGEMENT PARTNERS IV LLC

By: /S/ ROBERT F. HIGGINS

----Managing Member

/S/ PAUL A. MAEDER

Paul A. Maeder

/S/ DANIEL J. NOVA
----Daniel J. Nova

/S/ KEITH E. BENJAMIN
-----Keith E. Benjamin

/S/ WYCLIFFE K. GROUSBE							
Wycliffe K. Grousbeck							
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