

LIVEPERSON INC  
Form 8-K  
January 14, 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): January 9, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

LivePerson, Inc. (the “Company”) issued the attached press release today announcing that it has named long-tenured LivePerson sales leader Dustin Dean as Executive Vice President, Global Sales and Customer Success. Mr. Dean previously served in various global sales and business leadership roles at LivePerson during the past ten years, most recently serving as the Company’s SVP of Global Strategic Accounts.

The Company also announced that Alan Banks, Executive Vice President, Global Sales and Customer Success, resigned his position on January 9, 2015. Mr. Banks will remain at the Company through January 23, 2015 to effect an orderly transition.

Item 7.01 Regulation FD Disclosure.

The Company also announced in the attached press release that it currently anticipates that revenue for the quarter ended December 31, 2014 and for the full year ended December 31, 2014 will each be at the high end of the ranges previously guided on November 4, 2014, and hereby reaffirms its adjusted EBITDA and adjusted net income guidance, previously disclosed on November 4, 2014, for the quarter ended December 31, 2014 and for the full year ended December 31, 2014. The Company anticipates bookings of approximately \$11.0 million for the fourth quarter of 2014. Bookings are expected to approximate \$41.3 million for the full year ended December 31, 2014, a 19% increase as compared to the full year 2013.

On January 14, 2015, the Company issued a press release announcing the matters described above. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued by LivePerson, Inc. dated January 14, 2015.

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Safe Harbor Provision

Statements in this Current Report on Form 8-K regarding LivePerson that are not historical facts are forward-looking statements and 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, including but not limited to financial guidance, 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 quarter and year progress, and therefore it should be clearly understood that the internal projections and beliefs upon which we base our expectations may change. Although these expectations may change, we are under no obligation to inform you if they do. Actual events or results may differ materially from those contained in the projections or forward-looking statements. Some of the factors that could cause actual results to differ materially from the forward-looking statements contained herein include, without limitation: potential fluctuations in our quarterly revenue and operating results; competition in the markets for online sales, marketing and customer service solutions, and online consumer services; our ability to retain existing clients

and attract new clients; risks related to new regulatory or other legal requirements that could materially impact our business; volatility of the value of certain currencies in relation to the U.S. dollar, particularly the currency of regions where we have operations; additional regulatory requirements, tax liabilities, currency exchange rate fluctuations and other risks as we expand internationally and/or as we expand into direct-to-consumer services; impairments to goodwill that result in significant charges to earnings; responding to rapid technological change and changing client preferences; the adverse effect that the global economic downturn may have on our business and results of operations; our ability to retain key personnel, attract new personnel and to manage staff attrition; our ability to expand our operations internationally; risks related to the ability to successfully integrate past or potential future acquisitions; failures or security breaches in our services, those of our third party providers, or in the websites of our

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customers; risks related to the regulation or possible misappropriation of personal information belonging to our customers' Internet users; technology systems beyond our control and technology-related defects that could disrupt the LivePerson services; privacy concerns relating to the Internet that could result in new legislation or negative public perception; legal liability and/or negative publicity for the services provided to consumers via our technology platforms; risks related to protecting our intellectual property rights or potential infringement of the intellectual property rights of third parties; risks related to technological or other defects distributing our services; increased allowances for doubtful accounts as a result of an increasing amount of receivables due from customers with greater credit risk; delays in our implementation cycles; risks associated with the recent volatility in the capital markets; our ability to secure additional financing to execute our business strategy; risks associated with our current or any future stock repurchase programs, including whether such programs will enhance long-term stockholder value, and whether such stock repurchases could increase the volatility of the price of our common stock and diminish our cash reserves; our ability to license necessary third party software for use in our products and services, and our ability to successfully integrate third party software; changes in accounting principles generally accepted in the United States; our ability to maintain our reputation; risks related to our complex products; our recognition of revenue from subscriptions; our lengthy sales cycles; risks related to our operations in Israel, and the civil and political unrest in that region; natural catastrophic events and interruption to our business by man-made problems; the high volatility of our stock price; and risks related to our common stock being traded on more than one securities exchange. This list is intended to identify only certain of the principal factors that could cause actual results to differ from those discussed in the forward-looking statements. Readers are referred to the reports and documents filed from time to time by us with the Securities and Exchange Commission for a discussion of these and other important risk factors that could cause actual results to differ from those discussed in forward-looking statements.

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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: January 14, 2015

By: /s/ Daniel R. Murphy  
Daniel R. Murphy  
Chief Financial Officer

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EXHIBIT INDEX

| Exhibit No. | Description of Exhibit   |
|-------------|--|
| 99.1        | Press Release issued by LivePerson, Inc. dated January 14, 2015. |