

Greenberg Monica L.  
Form 3  
May 05, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Greenberg Monica L.</p> <p>(Last) (First) (Middle)</p> <p>C/O LIVEPERSON, INC., 462 SEVENTH AVENUE THIRD FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10018</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LIVEPERSON INC [LPSN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, General Counsel</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	11/13/2016	Common Stock	50,000	\$ 5.58	D	Â
Stock Option (right to buy)	Â (2)	01/30/2017	Common Stock	25,000	\$ 5.9	D	Â
Stock Option (right to buy)	Â (3)	02/22/2018	Common Stock	125,000	\$ 3.45	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Greenberg Monica L. C/O LIVEPERSON, INC. 462 SEVENTH AVENUE THIRD FLOOR NEW YORK, NY 10018	Â	Â	Â SVP, General Counsel	Â

## Signatures

/s/ Monica L.  
Greenberg

05/05/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This grant is comprised of an incentive stock option for 50,000 shares, of which 12,500 shares are currently exercisable and 12,500 shares become exercisable on each of November 13, 2008, 2009 and 2010.  
  
This grant is comprised of (a) a non-qualified stock option for 3,369 shares, of which 1,123 shares are currently exercisable and 1,123 shares become exercisable on each of January 30, 2009 and 2010, and (b) an incentive stock option for 21,631 shares, of which 5,127 shares are currently exercisable, 5,127 shares become exercisable on each of January 30, 2009 and 2010, and 6,250 shares become exercisable on January 30, 2011.
  - (2) This grant is comprised of (a) a non-qualified stock option for 77,718 shares, of which no shares are currently exercisable, 31,250 shares become exercisable on each of February 22, 2009 and 2010, 12,953 shares become exercisable on February 22, 2011, and 2,265 shares become exercisable on February 22, 2012, and (b) an incentive stock option for 47,282 shares, of which no shares are currently exercisable, 18,297 shares become exercisable on February 22, 2011 and 28,985 become exercisable on February 22, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space 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.