

LOCASCIO ROBERT P  
Form SC 13G/A  
February 14, 2006

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OMB APPROVAL  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

LIVEPERSON, INC

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(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

-----  
(Title of Class of Securities)

538146 10 1

-----  
(CUSIP Number)

DECEMBER 31, 2005

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(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

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 disclosures provided in a prior cover page.

The information required on 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 Act (however, see the Notes).

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

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valid OMB control number.

CUSIP NO. 538146 10 1

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1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

ROBERT P. LOCASCIO

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2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  
(b)

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3. SEC Use only

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4. Citizenship or Place of Organization U.S.

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Number of	5. Sole Voting Power	5,314,463
Shares	6. Shared Voting Power	0
Beneficially	7. Sole Dispositive Power	5,314,463
Owned by Each	8. Shared Dispositive Power	0
Reporting		
Person With:		

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
5,314,463

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 14.0%

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12. Type of Reporting Person (See Instructions) IN

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Item 1.

- (a) Name of Issuer: LIVEPERSON, INC.
- (b) Address of Issuer's Principal Executive Offices:  
462 SEVENTH AVENUE, 21ST FLOOR, NEW YORK, NEW YORK 10018

Item 2.

- (a) Name of Person Filing: ROBERT P. LOCASCIO
- (b) Address of Principal Business Offices or, if none, Residence:  
c/o LIVEPERSON, INC., 462 SEVENTH AVENUE, 21ST FLOOR, NEW YORK, NEW YORK 10018

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- (c) Citizenship: UNITED STATES CITIZEN
- (d) Title of Class of Securities: COMMON STOCK, PAR VALUE \$0.001 PER SHARE
- (e) CUSIP Number: 538146 10 1
- Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- NOT APPLICABLE
- Item 4. Ownership
- (a) Amount Beneficially Owned: 5,314,463\*.
- (b) Percent of Class: 14.0%.
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: 5,314,463.
- (ii) Shared power to vote or to direct the vote: 0.
- (iii) Sole power to dispose or to direct the disposition of: 5,314,463.
- (iv) Shared power to dispose or to direct the disposition of: 0.
- \* Includes 62,500 shares of common stock issuable upon exercise of options exercisable within 60 days of December 31, 2005.
- Item 5. Ownership of Five Percent or Less of a Class
- NOT APPLICABLE
- Item 6. Ownership of More than Five Percent on Behalf of Another Person
- NOT APPLICABLE
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
- NOT APPLICABLE
- Item 8. Identification and Classification of Members of the Group
- NOT APPLICABLE
- Item 9. Notice of Dissolution of Group
- NOT APPLICABLE
- Item 10. Certification
- NOT APPLICABLE

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that that information set forth in this statement is true, complete and correct.

FEBRUARY 8, 2006

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Date

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/s/ ROBERT P. LOCASCIO

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Signature

ROBERT P. LOCASCIO

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Name/Title