**BERNS STEVEN** Form 4/A December 13, 2005

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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if no longer

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BERNS STEVEN** Issuer Symbol LIVEPERSON INC [LPSN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify C/O MDC PARTNERS, 950 THIRD 12/04/2003 below) **AVENUE. 5TH FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 12/04/2003 Form filed by More than One Reporting NEW YORK, NY 10022 (City) (State) (Zip)

| (City)                               | (State) (2                              | Zip) Table                                                  | e I - Non-D                             | erivative Securities Acq                                            | quired, Disposed o                                  | of, or Beneficial                                      | ly Owned                         |
|--------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------|----------------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature of Indirect Beneficial |
|                                      |                                         | (Month/Day/Tear)                                            | Code V                                  | (A) or Amount (D) Price                                             | Following Reported Transaction(s) (Instr. 3 and 4)  | (Instr. 4)                                             | Ownership<br>(Instr. 4)          |
| Common<br>Stock                      | 12/04/2003                              |                                                             | M                                       | 5,000 A \$ 0.54                                                     | 5,000                                               | D                                                      |                                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |     |       | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, |                    | Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, |                                        | 6. Date Exerc<br>Expiration D<br>(Month/Day/ | ate | 7. Title and 2. Underlying S (Instr. 3 and | Securities | 8<br>1<br>9<br>( |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|-----|-------|----------------------------------------------------------|--------------------|-------------------------------------------------------------|----------------------------------------|----------------------------------------------|-----|--------------------------------------------|------------|------------------|
|                                                     |                                                                       |                                      |                                                             | Code V                                 | (A) | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title                                                       | Amount<br>or<br>Number<br>of<br>Shares |                                              |     |                                            |            |                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 0.54                                                               | 12/04/2003                           |                                                             | M                                      |     | 5,000 | <u>(1)</u>                                               | 04/18/2012         | Common<br>Stock                                             | 5,000                                  |                                              |     |                                            |            |                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 1.65                                                               |                                      |                                                             |                                        |     |       | <u>(1)</u>                                               | 05/22/2013         | Common<br>Stock                                             | 5,000                                  |                                              |     |                                            |            |                  |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |
| BERNS STEVEN                   |               |           |         |       |  |  |
| C/O MDC PARTNERS               |               |           |         |       |  |  |

BERNS STEVEN C/O MDC PARTNERS 950 THIRD AVENUE, 5TH FLOOR NEW YORK, NY 10022



## **Signatures**

/s/ JEREMY LECHTZIN, attorney-in-fact 12/13/2005

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) The option is immediately exercisable.

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.

Reporting Owners 2