

LIVEPERSON INC  
Form DEFA14A  
May 15, 2015

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a 6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a 12

LIVEPERSON, INC.

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a 6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0 11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

LIVEPERSON, INC.  
475 Tenth Avenue, 5th Floor  
New York, New York 10018

On April 30, 2015, LivePerson, Inc., a Delaware corporation (“LivePerson” or the “Company”) filed a definitive proxy statement (the “Proxy Statement”) with the Securities and Exchange Commission in connection with the solicitation of proxies on behalf of the Board of Directors of the Company for use at the Annual Meeting of Stockholders to be held on June 4, 2015, and at any adjournments or postponements thereof. The Annual Meeting will be held at 10:00 a.m. (Eastern Daylight time) at the offices of LivePerson, 475 Tenth Avenue, 5th Floor, New York, NY 10018, Tel (212) 609-4200.

This additional definitive proxy material is being filed with the Securities and Exchange Commission by the Company to correct a clerical error in the Proxy Statement with respect to annual equity grants made to non-employee directors, which inadvertently omitted that, effective as of June 2015, the annual equity grant made to the Company’s non-employee directors was increased from an option to purchase 20,000 shares of common stock to an option to purchase 30,000 shares of common stock, in each case which options are to be granted on the date of each annual meeting.

The third paragraph of the Proxy Statement entitled “Compensation of Directors in 2014 Fiscal Year is replaced in its entirety with the following:

In March 2015, based on a review of market data regarding non-employee director compensation, in order to align with median non-employee director compensation of our peer group companies, the Board determined that, effective as of June 2015, the annual cash stipend for our non-employee directors will be increased from \$30,000 to \$35,000, and the annual equity grant for our non-employee directors will be increased from an option to purchase 20,000 shares to an option to purchase 30,000 shares of our common stock, which options are to be granted on the date of each annual meeting of stockholders pursuant to our 2009 Stock Incentive Plan.

Except as described above, this additional definitive proxy material does not modify, amend, supplement or otherwise affect the Proxy Statement.