

LIVEPERSON INC  
Form 424B3  
July 03, 2007

Filed Pursuant to Rule 424(b)(3)  
File No. 333-136249

**LIVEPERSON, INC.**

**Prospectus Supplement No. 1 dated July 3, 2007  
to the Prospectus Dated September 25, 2006**

The information in this prospectus supplement concerning the selling stockholders amends the statements set forth under the caption "Selling Stockholders" in the prospectus.

The sole purpose of this prospectus supplement is to modify the "Selling Stockholders" section to reflect (i) the distribution of shares of our common stock by TW Investment Holdings LLC, which is listed as a selling stockholder in the prospectus, to its members, and the addition of such members as selling stockholders, (ii) the reallocation of shares of our common stock by Gregg Freishtat, who is listed as a selling stockholder in the prospectus, to an affiliate, and the addition of such affiliate as a selling stockholder, (iii) minor corrections, such as a change of entity name, providing full proper names of entities and individuals and the addition of a spouse's name to reflect joint ownership, and (iv) the reallocation of shares of our common stock by Genesis Select Corp., which is listed as a selling stockholder in the prospectus, to affiliates, and the addition of such affiliates as selling stockholders.

This prospectus supplement should be read in conjunction with the prospectus, which is required to be delivered with this prospectus supplement. This prospectus supplement is qualified in its entirety by reference to the prospectus except to the extent that the information herein modifies or supersedes the information contained in the prospectus. Except as amended by this prospectus supplement, the "Selling Stockholders" section of the prospectus is not otherwise affected by this prospectus supplement.

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**Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 2 of the prospectus.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

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The information in the following table is presented as of July 3, 2007 and supersedes in its entirety the information in the table appearing under the heading “Selling Stockholders” in the prospectus:

| Name  | Number of Shares                            |                                    |
|---|---|------------------------------------|
|   | Beneficially Owned<br>Prior to the Offering | Number of Shares<br>Offered Hereby |
| Gregg Freishtat   | 429,845                                     | 429,845                            |
| Number 3 Investment Partners, LLP   | 419,744                                     | 419,744                            |
| J. Stephen Hufford  | 11,076                                      | 11,076                             |
| Jenny T. Hufford  | 185   | 185                                |
| David Kassens   | 2,499                                       | 2,499                              |
| Neal W. McEwen  | 7,602                                       | 7,602                              |
| Albert Dodge McFall, Jr.  | 3,846                                       | 3,846                              |
| Jackson L. Wilson, III  | 26,852                                      | 26,852                             |
| Abraham Smith   | 196,185                                     | 196,185                            |
| Jack Blockley   | 196,185                                     | 196,185                            |
| Javad Ra'ed   | 12,323                                      | 12,323                             |
| Vikas Rijsinghani   | 14,279                                      | 14,279                             |
| Carolyn (Carrie) B. Catlin  | 4,283                                       | 4,283                              |
| John H. Casson  | 3,568                                       | 3,568                              |
| Paul Kaib   | 2,284                                       | 2,284                              |
| Yaron Yaniv   | 2,420                                       | 2,420                              |
| Fulmead Ventures Limited  | 255,181                                     | 255,181                            |
| Harvey A. Wagner  | 4,856                                       | 4,856                              |
| Adviesbeheer GIMV Information and<br>Communication Technology NV          | 143,995                                     | 143,995                            |
| Fuqua Venture Partners I, LLC   | 316,229                                     | 316,229                            |
| GIMV N.V.   | 815,980                                     | 815,980                            |
| Kinetic Ventures VII, LLC (formerly<br>known as Kinetic Ventures II, LLC) | 496,087                                     | 496,087                            |
| Labrador Ventures IV, L.P.  | 260,172                                     | 260,172                            |
| MIMES, LLC  | 102,071                                     | 102,071                            |
| PAMICA N.V.   | 172,262                                     | 172,262                            |
| Hugh S. Asher   | 70  | 70                                 |
| Juliet R. Asher   | 96  | 96                                 |
| James Brian Atkins  | 126   | 126                                |
| Stephen M. Balton   | 96  | 96                                 |
| Flavio R. Barbosa   | 60  | 60                                 |
| Elizabeth M. Berry  | 2,979                                       | 2,979                              |
| Leonard E. Borg, Jr.  | 3,262                                       | 3,262                              |
| Phillip J. Corwin   | 1,118                                       | 1,118                              |
| Joseph M. Ferguson, III   | 41  | 41                                 |
| First Growth Capital, Inc.  | 552   | 552                                |
| FJC Growth Capital Corporation  | 552   | 552                                |
| Robert F. Fogelman  | 7,162                                       | 7,162                              |
| Allen R. Graber   | 3,846                                       | 3,846                              |
| Jerrold J. Graber   | 4,601                                       | 4,601                              |

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|------------------|-------|-------|
| Julie E. Graber  | 2,255 | 2,255 |
| Martha S. Graber | 2,255 | 2,255 |

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| Name  | Number of Shares                            |                                    |
|---|---|------------------------------------|
|   | Beneficially Owned<br>Prior to the Offering | Number of Shares<br>Offered Hereby |
| James Graves  | 484   | 484                                |
| John P. Imlay, Jr.  | 20,910                                      | 20,910                             |
| R. Phillip Jarrell, Jr.   | 78  | 78                                 |
| JF Investments Partnership  | 989   | 989                                |
| Kirk P. Lakeman   | 1,118                                       | 1,118                              |
| Boby G. List  | 2,492                                       | 2,492                              |
| Lucor Partners, Ltd.  | 96  | 96                                 |
| James V. McCloskey  | 96  | 96                                 |
| Memphis Together Partners   | 2,150                                       | 2,150                              |
| MSG Partners  | 192   | 192                                |
| NMF Partners  | 57  | 57                                 |
| Oconee Venture Capital Fund 1 LLC   | 9,322                                       | 9,322                              |
| William N. Owen   | 104   | 104                                |
| Charles C. Pick   | 104   | 104                                |
| Paul T. Putzel & Judith Z. Putzel TTEES<br>U/T/A Dtd 8/17/87              | 96  | 96                                 |
| Robinson Humphrey Netlanta Fund I, L.P.                                   | 192   | 192                                |
| Harry Risinger  | 96  | 96                                 |
| Arthur N. Seessel, III  | 96  | 96                                 |
| Arthur N. Seessel, III Family Trust                                       | 96  | 96                                 |
| Scott S. Selig  | 1,118                                       | 1,118                              |
| Severn Ventures, LLC  | 192   | 192                                |
| Gerald Silverman  | 57  | 57                                 |
| Craig Stamm   | 143   | 143                                |
| TTM Ventures, LLC   | 192   | 192                                |
| Larry F. Wright, Sr.  | 96  | 96                                 |
| Adrian M. Grant   | 93  | 93                                 |
| Chris W. Simpson  | 728   | 728                                |
| Christopher W. Klaus  | 929   | 929                                |
| Craig C. Sellars  | 129   | 129                                |
| Craig H. Kessler and Jodi R. Kessler                                      | 231   | 231                                |
| Dubnow Family Ventures, LLC   | 929   | 929                                |
| Elizabeth W. Abernathy  | 185   | 185                                |
| Eric W. Hartz and Jennifer L. Hartz                                       | 185   | 185                                |
| Eurek Partners, LLC   | 929   | 929                                |
| Franklin Street Investments, LLC  | 556   | 556                                |
| Greg Malever  | 185   | 185                                |
| Jack Shakarshy  | 11,560                                      | 11,560                             |
| Jack W. Simpson, Sr. Revocable Trust                                      | 3,641                                       | 3,641                              |
| James N. Hufford Trust  | 464   | 464                                |
| John A. Richards  | 8,164                                       | 8,164                              |
| Leonard J. Grossman   | 651   | 651                                |
| Marc J. Gorlin Revocable Trust Dated<br>10/23/98, Marc J. Gorlin, Trustee | 278   | 278                                |
| Matthew H. Neuberger and Susan L.<br>Neuberger                            | 260   | 260                                |

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|----------------------------|-------|-------|
| Michael S. Karlin          | 929   | 929   |
| NSA Investment Partnership | 1,117 | 1,117 |

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| Name  | Number of Shares<br>Beneficially Owned<br>Prior to the Offering | Number of Shares<br>Offered Hereby |
|---|---|------------------------------------|
| Randolph W. Salisbury and Julie D. Salisbury              | 464   | 464                                |
| Raymond D. Gentry & Elizabeth A. Gentry                   | 1,456   | 1,456                              |
| RBC Dain Rauscher as Custodian f/b/o Patrick G. Jones IRA | 8,719   | 8,719                              |
| Richard S. Ressler  | 28,360  | 28,360                             |
| Robinson-Humphrey Netlanta Fund I, L.P.                   | 1,395   | 1,395                              |
| Roy F. Cammarano  | 464   | 464                                |
| Sandoval, LLC   | 3,602   | 3,602                              |
| Seraphim Partners, LLC                                    | 1,860   | 1,860                              |
| Terry L. Moore, IV  | 1,706   | 1,706                              |
| Tod Trousdell   | 185   | 185                                |
| Budd Zuckerman  | 157,500   | 157,500                            |
| Steven Laird  | 30,000  | 30,000                             |
| Linda Blakely   | 750   | 750                                |
| Total   | 4,238,250   | 4,238,250                          |

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