

LIVEPERSON INC
Form 10-Q/A
August 09, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q/A

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended JUNE 30, 2007

or

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 0-30141

LIVEPERSON, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

13-3861628

(IRS Employer Identification
No.)

462 SEVENTH AVENUE

NEW YORK, NEW YORK

(Address of Principal Executive
Offices)

10018

(Zip Code)

(212) 609-4200

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one).
Large accelerated filer o Accelerated filer x Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

As of August 1, 2007, there were 43,068,646 shares of the issuer's common stock outstanding.

EXPLANATORY NOTE

This Amendment to our Quarterly Report on Form 10-Q (“Form 10-Q”) for the quarter ended June 30, 2007, which was filed on August 8, 2007, is being filed solely to (i) include the Agreement and Plan of Merger dated June 25, 2007 among LivePerson, Inc., Kato MergerCo, Inc., Kasamba, Inc. and Yoav Leibovich as Exhibit 10.5, and (ii) file appropriate certifications to accompany this Amendment to the Form 10-Q. With the exception of the foregoing, no other information in the Form 10-Q is being supplemented, updated or amended.

ITEM 6. EXHIBITS

(a) Exhibits

- 10.5 Agreement and Plan of Merger dated June 25, 2007 among LivePerson, Inc., Kato MergerCo, Inc., Kasamba, Inc. and Yoav Leibovich
- 31.1 Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
- 32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

* Furnished previously.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LIVEPERSON, INC.
(Registrant)

Date: August 9, 2007

By: /s/ Robert P. LoCascio

Name: Robert P. LoCascio
Title: Chief Executive Officer (duly authorized officer)

Date: August 9, 2007

By: /s/ Timothy E. Bixby

Name: Timothy E. Bixby
Title: President and Chief Financial Officer (principal financial and accounting officer)

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