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LIVEPERSON INC  
Form SC 13D/A  
February 13, 2004

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

LIVEPERSON, INC.

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

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

538146 10 1

-----  
(CUSIP Number)

EMMANUEL GILL, C/O GILBRIDGE HOLDINGS LTD.  
152 WEST 57TH STREET, 54TH FLOOR  
NEW YORK, NY 10019  
(212) 245-8682

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

DECEMBER 31, 2003

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 249.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* 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

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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 VALID OMB CONTROL NUMBER.

CUSIP NO. 538146 10 1

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

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

(a)

(b)  
-----

3. SEC Use only  
-----

4. Source of funds (See Instructions)  
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5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) .....

6. Citizenship or Place of Organization  
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|  |     |                          |           |
|--|-----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 7.  | Sole Voting Power        | 1,564,886 |
|  | 8.  | Shared Voting Power      | 0         |
|  | 9.  | Sole Dispositive Power   | 1,564,886 |
|  | 10. | Shared Dispositive Power | 0         |

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11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,564,886

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11) 4.4%

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14. Type of Reporting Person (See Instructions)  
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ITEM 1. SECURITY AND ISSUER

(a) Title of Class of Equity Securities to which this Statement relates:  
COMMON STOCK, PAR VALUE \$0.001 PER SHARE, OF LIVEPERSON, INC.

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

ITEM 2. IDENTITY AND BACKGROUND

(a) Name: EMMANUEL GILL

(b) Residence or Business Address: C/O GILBRIDGE HOLDINGS LTD., 152 WEST  
57TH STREET, 54TH FLOOR, NEW YORK, NEW YORK 10019

(c) Present principal occupation or employment and the name, principal  
business and address of any corporation or other organization in  
which such employment is conducted:

PRESIDENT AND CHIEF EXECUTIVE OFFICER OF GILBRIDGE HOLDINGS LTD., A  
VENTURE CAPITAL INVESTMENT FIRM LOCATED AT 152 WEST 57TH STREET, 54TH  
FLOOR, NEW YORK, NEW YORK 10019

(d) and (e) DURING THE LAST FIVE YEARS, MR. GILL HAS NOT BEEN (I)  
CONVICTED IN A CRIMINAL PROCEEDING (EXCLUDING TRAFFIC VIOLATIONS OR  
SIMILAR MISDEMEANORS); OR (II) A PARTY TO A CIVIL PROCEEDING OF A  
JUDICIAL OR ADMINISTRATIVE BODY OF COMPETENT JURISDICTION AND AS A  
RESULT OF SUCH PROCEEDING WAS OR IS SUBJECT TO A JUDGMENT, DECREE OR  
FINAL ORDER ENJOINING FUTURE VIOLATIONS OF, OR PROHIBITING OR  
MANDATING ACTIVITIES SUBJECT TO, FEDERAL OR STATE SECURITIES LAWS OR  
FINDING ANY VIOLATION WITH RESPECT TO SUCH LAWS.

(f) Citizenship: CITIZEN OF THE STATE OF ISRAEL

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

NOT APPLICABLE.

ITEM 4. PURPOSE OF TRANSACTION

MR. GILL IS A DIRECTOR OF THE ISSUER. MR. GILL HAS PREVIOUSLY ACQUIRED  
SHARES OF THE ISSUER'S COMMON STOCK SOLELY FOR INVESTMENT PURPOSES. BASED  
UPON HIS EVALUATION OF THE ISSUER'S FINANCIAL CONDITION, MARKET  
CONDITIONS AND OTHER FACTORS HE MAY DEEM MATERIAL, AND SUBJECT TO

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APPLICABLE LAWS AND REGULATIONS OR POLICIES OF THE ISSUER, MR. GILL MAY SEEK TO ACQUIRE ADDITIONAL SHARES OF THE ISSUER'S COMMON STOCK IN THE OPEN MARKET OR IN PRIVATE TRANSACTIONS, OR MAY DISPOSE OF ALL OR ANY PORTION OF THE SHARES CURRENTLY OWNED. EXCEPT AS SET FORTH ABOVE, MR. GILL PRESENTLY DOES NOT HAVE ANY PLANS OR PROPOSALS THAT RELATE TO OR WOULD RESULT IN TRANSACTIONS OF THE KIND DESCRIBED IN PARAGRAPHS (A) THROUGH (J) OF ITEM 4 OF SCHEDULE 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) Aggregate Number and Percentage of Class Beneficially Owned:  
1,564,886 (4.4%) .  
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INCLUDES 5,000 SHARES ISSUABLE UPON EXERCISE OF OPTIONS TO PURCHASE SHARES OF THE ISSUER'S COMMON STOCK WHICH ARE EXERCISABLE WITHIN 60 DAYS OF FEBRUARY 10, 2004.

THE PERCENTAGE OF BENEFICIAL OWNERSHIP IS BASED ON 35,688,550 SHARES OF COMMON STOCK REPORTED OUTSTANDING AS OF NOVEMBER 3, 2003 BY THE ISSUER.

- (b) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 1,564,886 .  
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- (ii) Shared power to vote or to direct the vote: 0 .  
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- (iii) Sole power to dispose or to direct the disposition of: 1,564,886 .  
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- (iv) Shared power to dispose or to direct the disposition of: 0 .  
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- (c) NO TRANSACTIONS IN THE CLASS OF SECURITIES REPORTED ON WERE EFFECTED DURING THE PAST SIXTY DAYS.
- (d) NO OTHER PERSON IS KNOWN TO HAVE THE RIGHT TO RECEIVE OR THE POWER TO DIRECT THE RECEIPT OF DIVIDENDS FROM, OR THE PROCEEDS FROM THE SALE OF, THE SECURITIES BENEFICIALLY OWNED BY MR. GILL.
- (e) MR. GILL CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE ISSUER'S COMMON STOCK ON SEPTEMBER 4, 2003.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

NOT APPLICABLE.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

NOT APPLICABLE.

SIGNATURE

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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 10, 2004

-----  
Date

/s/ EMMANUEL GILL

-----  
Signature

EMMANUEL GILL

-----  
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power or attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)