

Arra James F.
Form 4
October 03, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Arra James F.

(Last) (First) (Middle)

LIVERAMP HOLDINGS, INC., 225
BUSH STREET, 17TH FLOOR

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LiveRamp Holdings, Inc. [RAMP]

3. Date of Earliest Transaction (Month/Day/Year)

10/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President and CCO

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK, \$.10 PAR VALUE	10/01/2018		A ⁽¹⁾		33,544 ⁽²⁾	A	\$ 0
COMMON STOCK, \$.10 PAR VALUE					1,147.1102	I	
COMMON STOCK, \$.10 PAR VALUE					231.6515	I	

BY
MANAGED
ACCOUNT
1

BY
MANAGED
ACCOUNT
2

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arra James F. LIVERAMP HOLDINGS, INC. 225 BUSH STREET, 17TH FLOOR SAN FRANCISCO, CA 94104			President and CCO	

Signatures

/s/ BY: CATHERINE L. HUGHES, ATTORNEY IN FACT FOR: JAMES F. ARRA

10/03/2018

__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).

On October 1, 2018, the issuer completed its previously announced sale of its Acxiom Marketing Solutions business (the "AMS Sale"). The AMS Sale constituted a change in control for purposes of the issuer's Amended and Restated 2005 Equity Compensation Plan, and certain performance stock units (PSUs) held by the reporting person under such plan converted into a number of restricted stock units (RSUs) equal to 200% of the target number of shares underlying such PSUs based on the degree of achievement of the applicable performance objectives as of closing of the AMS Sale, with vesting to occur subject to the reporting person's continued service with the issuer over the original performance periods.

(1) At the time of the AMS Sale, the reporting person held 16,772 PSUs (at target) that converted into 33,544 RSUs, all of which will vest on March 31, 2021 contingent upon the reporting person's continued employment with the issuer through such date.

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