

JENSON WARREN
Form 4
November 02, 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 *
JENSON WARREN

2. Issuer Name and Ticker or Trading Symbol
LiveRamp Holdings, Inc. [RAMP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
LIVERAMP HOLDINGS, INC., 225
BUSH STREET, 17TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT, CFO & EMD-INT'L

(Street)
SAN FRANCISCO, CA 94104

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (A) or (D) | Price |
| COMMON STOCK, \$.10 PAR VALUE | 10/31/2018 | | M | | 157,024 | A | \$ 13.4 |
| COMMON STOCK, \$.10 PAR VALUE | 10/31/2018 | | M | | 26,934 | A | \$ 13.4 |
| COMMON STOCK, \$.10 PAR VALUE | 10/31/2018 | | M | | 61,452 | A | \$ 13.28 |
| | | | | | 565,820 | D | |
| | | | | | 592,754 | D | |
| | | | | | 654,206 | D | |

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| | | | | | | | | |
|--------------------------------|------------|---|---------|---|------------------------|------------|---|-------------------------------|
| COMMON STOCK, \$0.10 PAR VALUE | 10/31/2018 | M | 45,460 | A | \$ 21.46 | 699,666 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 10/31/2018 | M | 61,420 | A | \$ 21.17 | 761,086 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 10/31/2018 | S | 283,791 | D | \$ 45.86 <u>(1)</u> | 477,295 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 10/31/2018 | S | 68,499 | D | \$ 45.29 <u>(2)</u> | 408,796 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 11/01/2018 | M | 1,298 | A | \$ 21.17 | 410,094 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 11/01/2018 | M | 53,819 | A | \$ 17.49 | 463,913 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 11/01/2018 | S | 1,500 | D | \$ 46.26 <u>(3)</u> | 462,413 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | 11/01/2018 | S | 53,617 | D | \$ 45.86 <u>(4)</u> | 408,796 | D | |
| COMMON STOCK, \$0.10 PAR VALUE | | | | | | 2,158.5562 | I | BY MANAGED ACCOUNT 1 |
| COMMON STOCK, \$0.10 PAR VALUE | | | | | | 490.0604 | I | BY MANAGED ACCOUNT 2 |

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

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(9-02)

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|-------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 13.4 | 10/31/2018 | | M | | 157,024 | | 01/13/2013 | 01/13/2022 | COMMON STOCK, \$.10 PAR VALUE |
| Non-Qualified Stock Option (right to buy) | \$ 13.4 | 10/31/2018 | | M | | 26,934 | | 01/13/2013 | 01/13/2022 | COMMON STOCK, \$.10 PAR VALUE |
| Non-Qualified Stock Option (right to buy) | \$ 13.28 | 10/31/2018 | | M | | 61,452 | | 05/21/2013 | 05/21/2022 | COMMON STOCK, \$.10 PAR VALUE |
| Non-Qualified Stock Option (right to buy) | \$ 21.46 | 10/31/2018 | | M | | 45,460 | | 05/23/2014 | 05/23/2023 | COMMON STOCK, \$.10 PAR VALUE |
| Non-Qualified Stock Option (right to buy) | \$ 21.17 | 10/31/2018 | | M | | 61,420 | | 05/20/2015 | 05/20/2024 | COMMON STOCK, \$.10 PAR VALUE |
| Non-Qualified Stock Option (right to buy) | \$ 21.17 | 11/01/2018 | | M | | 1,298 | | 05/20/2015 | 05/20/2024 | COMMON STOCK, \$.10 PAR VALUE |
| Non-Qualified Stock Option (right to buy) | \$ 17.49 | 11/01/2018 | | M | | 53,819 | | 05/20/2016 | 05/20/2025 | COMMON STOCK, \$.10 PAR VALUE |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PRESIDENT, CFO & EMD-INT'L

JENSON WARREN
LIVERAMP HOLDINGS, INC.
225 BUSH STREET, 17TH FLOOR
SAN FRANCISCO, CA 94104

Signatures

/s/ By: Catherine L. Hughes, Attorney-in-Fact For: Warren
Jenson

11/02/2018

__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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.55 to \$46.55, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.77 to \$45.54, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.245 to \$46.31, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.235 to \$46.235, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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