

Howe Scott E
Form 4
October 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Howe Scott E

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94014

(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
 Officer (give title below) Other (specify below)

Chief Executive Officer

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK, \$.10 PAR VALUE	10/01/2018		A ⁽¹⁾		579,096 ⁽²⁾	A	\$ 0
COMMON STOCK, \$.10 PAR VALUE					1,255,202 ⁽³⁾	D	
COMMON STOCK, \$.10 PAR VALUE					2,990.826	I	

BY
MANAGED
ACCOUNT
1

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Howe Scott E LIVERAMP HOLDINGS, INC. 225 BUSH STREET, 17TH FLOOR SAN FRANCISCO, CA 94014	X		Chief Executive Officer	

Signatures

/s/ BY: CATHERINE L. HUGHES, ATTORNEY IN FACT FOR: SCOTT E.
HOWE

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).

(1) On September 20, 2018, Acxiom Holdings, Inc. became the successor of Acxiom Corporation pursuant to a holding company reorganization effected to facilitate the previously announced sale of its Acxiom Marketing Solutions business (the "AMS Sale"). Following closing of the AMS Sale, which occurred on October 1, 2018, Acxiom Holdings, Inc. changed its name and ticker symbol to LiveRamp Holdings, Inc. and RAMP, respectively. The AMS Sale constituted a change in control for purposes of the issuer's Amended and Restated 2005 Equity Compensation Plan, and all 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 his 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.

(2) At the time of the AMS Sale, the reporting person held 289,548 PSUs (at target) that converted into 579,096 RSUs, of which 204,612, 182,170 and 192,314 will vest on March 31, 2019, 2020 and 2021, respectively, contingent upon the reporting person's continued employment with the issuer through such dates.

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- The reporting person's total holdings as reported in column 5 of this Form 4 reflect a net increase of 385,705 shares due to the fact that
- (3) 193,391 shares underlying PSUs being converted to RSUs (as discussed in footnote (1) above) were reported at the time of grant in the reporting person's previously filed Section 16 reports.

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