

LIVEPERSON INC
Form 8-K
October 09, 2007

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 3, 2007**

LivePerson, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

0-30141
(Commission File Number)

13-3861628
(I.R.S. Employer
Identification No.)

462 Seventh Avenue, New York, New York
(Address of Principal Executive Offices)

10018
(Zip Code)

Registrant's telephone number, including area code: **(212) 609-4200**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.01. Completion of Acquisition or Disposition of Assets

On October 3, 2007, LivePerson, Inc. (“LivePerson”) completed its acquisition of Kasamba, Inc. (“Kasamba”), pursuant to the definitive Agreement and Plan of Merger (the “Merger Agreement”) among LivePerson, Kasamba, Kato MergerCo, Inc. (an indirect subsidiary of LivePerson) and Yoav Leibovich (as the Kasamba shareholders’ representative). LivePerson acquired all of Kasamba’s outstanding capital stock from Kasamba’s shareholders in exchange for an aggregate consideration of \$9.0 million in cash and 4,130,776 shares of LivePerson common stock issued at the closing of the transaction, subject to certain adjustments. LivePerson will also assume outstanding options to purchase 623,825 shares of common stock as part of the transaction.

The foregoing description of the Merger Agreement is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed with this report as Exhibit 2.1 and is incorporated by reference into this report. No representation, warranty, covenant or agreement described above or contained in the Merger Agreement is, or should be construed as, a representation or warranty by LivePerson to any investor or a covenant or agreement of LivePerson with any investor. The representations, warranties, covenants and agreements contained in the Merger Agreement are solely for the benefit of LivePerson and Kasamba and are qualified by disclosures between the parties.

On October 3, 2007, LivePerson issued a press release announcing the closing of the transaction, a copy of which is filed with this report as Exhibit 99.1 and is incorporated by reference into this report.

The issuance of shares of common stock by LivePerson in connection with this transaction have not been registered under the Securities Act of 1933 and the shares may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired. To be filed by amendment of this Current Report on Form 8-K not later than December 20, 2007.

(b) Pro Forma Financial Information. To be filed by amendment of this Current Report on Form 8-K not later than December 20, 2007.

(d) Exhibits. The following documents are included as exhibits to this report:

2.1 Agreement and Plan of Merger, dated as of June 25, 2007, among LivePerson, Inc., Kato MergerCo, Inc., Kasamba, Inc., and Yoav Leibovich as Shareholders’ Representative (incorporated by reference from Exhibit 10.5 to the Quarterly Report on Form 10-Q/A filed by LivePerson on August 9, 2007).

99.1 Press release issued October 3, 2007.

SIGNATURE

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

LIVEPERSON, INC.
(Registrant)

Date: October 9, 2007

By:

/s/ Tim Bixby

Name: Tim Bixby

Title: President & CFO

EXHIBIT INDEX

- 2.1 Agreement and Plan of Merger, dated as of June 25, 2007, among LivePerson, Inc., Kato MergerCo, Inc., Kasamba, Inc., and Yoav Leibovich as Shareholders' Representative (incorporated by reference from Exhibit 10.5 to the Quarterly Report on Form 10-Q/A filed by LivePerson on August 9, 2007).
- 99.1 Press release issued October 3, 2007.
-