

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

(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)

10/31/2018

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)
PRESIDENT, CFO & EMD-INT'L

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	10/31/2018		M		157,024	A	\$ 13.4
					565,820		
						D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		M		26,934	A	\$ 13.4
					592,754		
						D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		M		61,452	A	\$ 13.28
					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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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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