LIVEPERSO Form 4											
February 05									PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 o Form 5 obligatio	ger o 16. or Filed pur ons Section 17(	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section					Estimated burden hou response	ted average hours per			
<i>See</i> Instruction 1/(a) of the Investment Company Act of 1955 of Section 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type	Responses)										
1. Name and A LOCASCIC	2. Issuer Name <b>and</b> Ticker or Trading Symbol LIVEPERSON INC [LPSN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction								
C/O LIVEF SEVENTH	01/30/2007 -2			below)	XOfficer (give titleOther (specify						
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
NEW YOR	K, NY 10018						Person	More than One K	epotting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)		
Reminder: Ret	port on a separate line	for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee stock option (right to buy)	\$ 5.9	01/30/2007		A	55,000		01/30/2008 <u>(1)</u>	01/30/2017	Common Stock	55,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LOCASCIO ROBERT P C/O LIVEPERSON, INC. 462 SEVENTH AVENUE, 3RD FLOOR NEW YORK, NY 10018	Х	Х	Chief Executive Officer				
Signatures							
/s/ JEREMY LECHTZIN, attorney-in-fact	02/05/2007						
**Signature of Reporting Person	E	late					
Explanation of Responses:							

# planation 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).
- Twenty-five percent (25%) of the shares will become exercisable on January 30, 2008 and the remaining shares will become exercisable (1)in three equal installments on each of January 30, 2009, January 30, 2010 and January 30, 2011.

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. formation security breaches; the risks associated with tax audits and related disputes with taxing authorities; the risks of potential changes in laws, including tax laws and the complexities of compliance with such laws; and the Company s ability to continue to avoid classification as a controlled foreign corporation. The Company intends its forward-looking statements to speak only as of the time of such statements, and does not undertake to update or revise them as more information becomes available. Additional information concerning potential factors that could affect the Company s financial results and the forward-looking statements is included in the Company s Form 10-K for the year ended February 28, 2013.

The press release and copy of the text of this conference call include or refer to certain information that the Company believes is non-GAAP Financial Information as contemplated by SEC Regulation G, Rule 100. The press release contains tables that reconcile these measures to their corresponding GAAP based measures presented under the Consolidated Condensed Statements of Operations in the press release. The material limitation

associated with the use of the non-GAAP financial measures is that the non-GAAP measures do not reflect the full economic impact of the Company s activities. These non-GAAP measures are not prepared in accordance with GAAP, are not an alternative to GAAP financial information, and may be calculated differently than non-GAAP financial information disclosed by other companies. Accordingly, undue reliance should not be placed on non-GAAP information.

The information in this Item 2.02 of this Form 8-K and Exhibits 99.1 and 99.2 attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or any proxy statement or report or other document we may file with the SEC, regardless of any general incorporation language in any such filing, except as shall be expressly set forth by specific reference in such filing.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit Number** 

99.1Press Release, dated April 29, 201399.2Text of conference call held April 29, 2013

Description

3

#### Signatures

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

### HELEN OF TROY LIMITED

Date: May 03, 2013

/s/ Thomas J. Benson Thomas J. Benson Senior Vice-President and Chief Financial Officer

4

### **Index to Exhibits**

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5