

JONES JERRY C
Form 4
February 19, 2019

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 *
JONES JERRY C

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)
02/15/2019

____ Director
 Officer (give title below) _____ Other (specify below)
CHIEF ETHICS & LEGAL OFFICER

(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 or Price		
COMMON STOCK, \$.10 PAR VALUE	02/15/2019		M		15,624 A \$ 17.49	231,710	D
COMMON STOCK, \$.10 PAR VALUE	02/15/2019		M		17,770 A \$ 21.17	249,480	D
COMMON STOCK, \$.10 PAR VALUE	02/15/2019		F		19,297 (1) D \$ 52.64	230,183	D

COMMON STOCK, \$.10 PAR VALUE	5,194.8588	I	BY MANAGED ACCOUNT 1
COMMON STOCK, \$.10 PAR VALUE	3,998.5628	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)

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)	\$ 17.49	02/15/2019		M	15,624	<u>(2)</u> 05/20/2025	COMMON STOCK, \$.10 PAR VALUE
Non-Qualified Stock Option (right to buy)	\$ 21.17	02/15/2019		M	17,770	<u>(3)</u> 05/20/2024	COMMON STOCK, \$.10 PAR VALUE

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES JERRY C LIVERAMP HOLDINGS, INC. 225 BUSH STREET, 17TH FLOOR SAN FRANCISCO, CA 94104			CHIEF ETHICS & LEGAL OFFICER	

Signatures

/s/ By: Catherine L. Hughes, Attorney-in-Fact For: Jerry C.
Jones

02/19/2019

__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) These shares were withheld by the issuer to satisfy the reporting person's exercise cost and tax obligations that arose on February 15, 2019, when the reporting person exercised stock options.
- (2) This non-qualified stock option was granted on May 20, 2015, with incremental vesting over four years beginning May 20, 2016, with 25% of the total becoming vested on that date and 25% each 12 months thereafter with the final vesting to occur on May 20, 2019.
- (3) This non-qualified stock option was granted on May 20, 2014, with incremental vesting over four years beginning May 20, 2015, with 25% of the total becoming vested on that date and 25% each 12 months thereafter. The final vesting occurred on May 20, 2018.

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.