1. Name and Address of Reporting Person
O’Kelley Charles Brian
(Last) (First) (Middle)
LIVERAMP HOLDINGS, INC.
225 BUSH STREET, 17TH FLOOR
SAN FRANCISCO CA 94104

2. Issuer Name and Ticker or Trading Symbol
LiveRamp Holdings, Inc. [ RAMP ]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2024

4. If Amendment, Date of Original Filed

5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>COMMON STOCK, $.10 PAR VALUE</td>
<td>02/13/2024</td>
<td></td>
<td>A</td>
<td>1,560(A)</td>
<td>3,263(D)</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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 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 and 4) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|------------------------------------|-------------------------------------------------|-------------------------------|-----------------------------------------------------------------|----------------------------------------------------------|---------|---------------------------------|---------------------------------|-----------------------------|-------------------------------|----------------------------------|
|                                           |                                    |                                                 |                               |                                                                |                                                          |         |                                |                                 |                             |                                |                                  |

Explanation of Responses:
1. These shares were issued to the reporting person as part of his compensation for service as a director of the registrant.

   By: Jerry C. Jones,
   Attorney-In-Fact for: Charles Brian O’Kelley
   02/14/2024

   Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.