Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Vashington,	D.C. 20549	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) <u>LiveRamp Holdings, Inc.</u> [ RAMP ] Dillard Lauren R Director 10% Owner Officer (give title Other (specify X 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Middle) (Last) (First) 02/22/2024 CHIEF FINANCIAL OFFICER LIVERAMP HOLDINGS, INC. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 225 BUSH STREET, 17TH FLOOR Line) Form filed by One Reporting Person X (Street) Form filed by More than One Reporting SAN Person 94104 CA **FRANCISCO** Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) 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 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of Indirect Beneficial **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Securities Form: Direct (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect if any 5) Owned Following (Month/Day/Year) 8) (I) (Instr. 4) Ownership (Instr. 4) (A) or (D) Transaction(s) Price Code Amount (Instr. 3 and 4) 179(1) 02/22/2024 COMMON STOCK, \$.10 PAR VALUE F D \$36.1 197,169 D COMMON STOCK, \$.10 PAR VALUE 02/22/2024 F 626(1) D \$36.1 196,543 D COMMON STOCK, \$.10 PAR VALUE 02/22/2024 F 496(1) D D \$36.1 196 047 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature 3A. Deemed Transaction Code (Instr. Conversion **Execution Date.** Expiration Date (Month/Day/Year) Ownership Derivative Date Amount of Derivative derivative of Indirect Security (Instr. 3) or Exercise (Month/Day/Year) Derivative Securities Security (Instr. 5) Securities Form: Beneficial Price of (Month/Day/Year) 8) Securities Acquired Underlying Beneficially Direct (D) Ownership Derivative Derivative Owned or Indirect (Instr. 4) Security (Instr. 3 and 4) Following (A) or Disposed (I) (Instr. 4) Security Reported of (D) Transaction(s) (Instr. 3, 4 (Instr. 4) and 5)

## **Explanation of Responses:**

1. These shares were withheld by the Issuer to satisfy the reporting person's tax obligations that arose on February 22, 2024, when restricted stock units belonging to the reporting person vested.

(D)

(A)

Date

Exercisable

/s/ By: Jerry C. Jones,

Amount Number

of Shares

02/26/2024 Attorney-In-Fact for: Lauren

R. Dillard

Title

Expiration

Date

\*\* Signature of Reporting Person Date

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).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Code

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.