1. Name and Address of Reporting Person
   Dillard Lauren R
   (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)
   02/22/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   X 10% Owner
   Director
   Other (specify below)
   CHIEF FINANCIAL OFFICER

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

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. 5)</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>02/22/2024</td>
<td></td>
<td>F</td>
<td>179</td>
<td>197,169</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>COMMON STOCK, $.10 PAR VALUE</td>
<td>02/22/2024</td>
<td></td>
<td>F</td>
<td>626</td>
<td>196,543</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>COMMON STOCK, $.10 PAR VALUE</td>
<td>02/22/2024</td>
<td></td>
<td>F</td>
<td>496</td>
<td>196,047</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)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

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.

/s/ By: Jerry C. Jones,
Attorney-In-Fact for: Lauren R. Dillard
02/26/2024

** 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.