
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

LiveRamp Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

LIVERAMP HOLDINGS, INC.

2023 Annual Meeting to be held virtually on
August 15, 2023 at 11:30 A.M. Pacific Time

LIVERAMP HOLDINGS, INC.
225 BUSH STREET, 17TH FLOOR
SAN FRANCISCO, CA 94104



V19639-P94767-285203

You invested in LIVERAMP HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on August 15, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to August 1, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

August 15, 2023
11:30 a.m. Pacific Time

The Company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet, please go to www.virtualshareholdermeeting.com/RAMP2023 and be sure to have the control number that is printed above.

*You can also vote by mail by requesting a paper copy of the materials, which will include a Proxy Card. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Timothy R. Cadogan	✔ For
1b. Vivian Chow	✔ For
1c. Scott E. Howe	✔ For
2. Approval of an increase in the number of shares available for issuance under the Company's Amended and Restated 2005 Equity Compensation Plan.	✔ For
3. Advisory (non-binding) vote to approve the compensation of the Company's named executive officers.	✔ For
4. Advisory (non-binding) vote to approve the frequency of future advisory votes on executive compensation.	✔ Every Year
5. Ratification of KPMG LLP as the Company's independent registered public accountant for Fiscal Year 2024.	✔ For
NOTE: In their discretion, the proxies are authorized to consider and vote upon such other business that may come before the meeting or any postponement or adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".