

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 14, 2024**

LIVERAMP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38669
(Commission
File Number)

83-1269307
(IRS Employer
Identification No.)

225 Bush Street, Seventeenth Floor
San Francisco, CA 94104
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 987-6764**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$.10 Par Value	RAMP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

Attached as Exhibit 99.1 and incorporated by reference herein is a press release dated August 14, 2024 issued by LiveRamp Holdings, Inc. (the “Company”).

The information set forth under this “Item 7.01. Regulation FD Disclosure” shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be incorporated by reference in any filing made by the Company pursuant to the Securities Act of 1933, as amended, other than to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

Item 8.01 Other Events

On August 14, 2024, the Company announced that its Board of Directors approved an amendment to the Company’s existing share repurchase program, which was initially adopted in 2011, to (i) authorize an additional \$200 million in repurchases (the “Authorization Increase”), thereby increasing the total amount authorized for repurchase under the Company’s share repurchase program to \$1.3 billion and (ii) extend its duration through December 31, 2026. Prior to the Authorization Increase, the Company has utilized \$978 million, leaving remaining capacity of \$122 million under the share repurchase program. With the Authorization Increase, the Company has \$322 million in remaining capacity under the share repurchase program. As part of the share repurchase program, shares may be purchased in open market transactions or pursuant to any trading plan that may be adopted in accordance with Rule 10b5-1 of the Exchange Act. The timing, manner, price and amount of any repurchases will be determined at the Company’s discretion, and the share repurchase program may be suspended, terminated or modified at any time for any reason. The repurchase program does not obligate the Company to acquire any specific number of shares, and all open market repurchases will be made in accordance with Exchange Act Rule 10b-18, which sets certain restrictions on the method, timing, price and volume of open market share repurchases.

Forward Looking Statements

This Item 8.01 contains forward-looking statements about the Company’s share repurchase program, including statements regarding how and when the Company may execute repurchases. These statements, which are not statements of historical fact, are based on management’s current estimates, assumptions, projections and/or expectations and are subject to certain risks, uncertainties and other factors, some of which are beyond the Company’s control and are difficult to predict, including, but not limited to, potential changes in the market price of the Company’s common stock and changes in the Company’s operating results, financial condition and cash requirements. These forward-looking statements are not guarantees of future performance and are subject to a number of factors and uncertainties that could cause the Company’s actual results and experiences to differ materially from the anticipated results and expectations expressed in the forward-looking statements.

The forward-looking statements contained in this Form 8-K are also subject to other risks and uncertainties, including those described in the Company’s Annual Report on Form 10-K for the period ended March 31, 2024, the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 and from time to time other filings with the U.S. Securities and Exchange Commission.

Shareholders of the Company are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date such statements are made. The Company does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after the date of this press release, or to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
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99.1	Press Release of the Company dated August 14, 2024
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104	Cover Page Interactive Data File
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIVERAMP HOLDINGS, INC.

By: /s/ Jerry C. Jones

Jerry C. Jones

EVP, Chief Ethics and Legal Officer and Secretary

Date: August 14, 2024

LiveRamp Increases Share Repurchase Authorization and Extends Program to December 31, 2026

SAN FRANCISCO, Calif., August 14, 2024 – **LiveRamp**[®] (NYSE: RAMP), the leading data collaboration platform, today announced that its Board of Directors increased the Company's share repurchase authorization by \$200 million to \$1.3 billion and extended the expiration by two years to December 31, 2026.

Fiscal year-to-date the Company has repurchased \$35 million in stock, including \$19 million repurchased during the ongoing fiscal second quarter through August 14, 2024. With this program expansion, the Company has approximately \$322 million currently available for share repurchases through the end of calendar 2026.

Commenting on the announcement, CEO Scott Howe said, *"We have a long history of returning capital to shareholders through our share repurchase program. At the current share price, we think accelerating our share repurchase program represents a particularly attractive investment. Between our current cash balance and the free cash flow we expect to generate this fiscal year, we have ample financial resources to take advantage of the recent share price dislocation."*

The timing and amounts of any purchases will be based on market conditions and other factors, including price and capital availability. The Company reserves the right to modify or terminate this program and authorization at any time.

About LiveRamp

LiveRamp is a global technology company that helps companies build enduring brand and business value by collaborating responsibly with data. A groundbreaking leader in consumer privacy, data ethics and foundational identity, LiveRamp offers a connected customer view with clarity and context while protecting brand and consumer trust. Our best-in-class enterprise platform enables data collaboration, where companies can share first-party consumer data with trusted business partners securely and in a privacy conscious manner. We offer flexibility to collaborate wherever data lives to support a wide range of data collaboration use cases — within organizations, between brands, and across our global network of premier partners. Global innovators, from iconic consumer brands and tech platforms to retailers, financial services, and healthcare leaders, turn to LiveRamp to deepen customer engagement and loyalty, activate new partnerships, and maximize the value of their first-party data while staying on the forefront of rapidly evolving compliance and privacy requirements. LiveRamp is based in San Francisco, California with offices worldwide. Learn more at [LiveRamp.com](https://liveramp.com).

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including statements regarding how and when the Company may execute repurchases. These statements, which are not statements of historical fact, are based on management’s current estimates, assumptions, projections and/or expectations and are subject to certain risks, uncertainties and other factors, some of which are beyond the Company’s control and are difficult to predict, including, but not limited to, potential changes in the market price of the Company’s common stock and changes in the Company’s operating results, financial condition and cash requirements. These forward-looking statements are not guarantees of future performance and are subject to a number of factors and uncertainties that could cause the Company’s actual results and experiences to differ materially from the anticipated results and expectations expressed in the forward-looking statements. For a discussion of these and other risks and uncertainties, please refer to the Company’s Annual Report on Form 10-K for our fiscal year ended March 31, 2024, and the Company’s Quarterly Reports on Form 10-Q issued in fiscal year 2025. The financial information set forth in this press release reflects estimates based on information available at this time. The Company assumes no obligation and does not currently intend to update these forward-looking statements.

For more information, please contact:

Investor.Relations@LiveRamp.com

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