

**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): December 21, 2022**

**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 December 21, 2022 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 December 21, 2022, 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 \$100 million in repurchases (the “Authorization Increase”), thereby increasing the total amount authorized for repurchase under the Company’s share repurchase program to \$1.1 billion and (ii) extend its duration through December 31, 2024. 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 stock 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, 2022, the Company’s Quarterly Reports on Form 10-Q for the quarters ended June 30, 2022 and September 30, 2022 and from time to time other filings with the U.S. Securities and Exchange Commission.

Stockholders 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	
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No.	Description
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<a href="#">99.1</a>	<a href="#">Press Release of the Company dated December 21, 2022</a>
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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  
Chief Ethics and Legal Officer &  
Executive Vice President

Date: December 21, 2022

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# /LiveRamp

**LiveRamp increases share repurchase authorization by \$100 million to \$1.1 billion  
Extends program to December 31, 2024  
Fiscal year-to-date repurchases total \$150 million**

**SAN FRANCISCO, Calif., December 21, 2022** – (BUSINESS WIRE) -- [LiveRamp](#)<sup>®</sup> (NYSE: RAMP), the leading global data enablement platform, today announced that its Board of Directors has increased the Company's share repurchase authorization to \$1.1 billion, a \$100 million increase. In addition, the authorization was extended to December 31, 2024.

Fiscal year-to-date the Company has repurchased stock totaling \$150 million, including \$50 million in the third quarter of fiscal 2023. With this program expansion, the Company has approximately \$215 million available for stock repurchases over the next two years.

Since the inception of its repurchase program, the Company has demonstrated its commitment to its shareowners by returning approximately \$1.4 billion.

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.

## **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 LiveRamp's Annual Report on Form 10-K for our fiscal year 2022 ended March 31, 2022, and LiveRamp's Quarterly Reports on Form 10-Q issued in fiscal year 2023. The financial information set forth in this press release reflects estimates based on information available at this time. LiveRamp assumes no obligation and does not currently intend to update these forward-looking statements.

## **About LiveRamp**

LiveRamp is the leading data enablement platform for the safe, easy, and effective use of data. Powered by core identity resolution capabilities and an unparalleled network, LiveRamp enables companies and their partners to better connect, control, and activate data to transform customer experiences and generate more valuable business outcomes. LiveRamp's fully interoperable and neutral infrastructure delivers end-to-end addressability for the world's top brands, agencies, and publishers. For more information, visit [www.LiveRamp.com](http://www.LiveRamp.com).

## **Investor Contact:**

Drew Borst

[Investor.Relations@LiveRamp.com](mailto:Investor.Relations@LiveRamp.com)

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