

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Gupta Anneka R.</u>  (Last) (First) (Middle) LIVERAMP HOLDINGS, INC. 225 BUSH STREET, 17TH FLOOR  (Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LiveRamp Holdings, Inc. [ RAMP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres.&amp; Head-Products&amp;Platforms</u>
	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK, \$.10 PAR VALUE	06/02/2021		M		4,517 <sup>(1)</sup>	A	\$0.85	251,911	D	
COMMON STOCK, \$.10 PAR VALUE	06/02/2021		F		2,280 <sup>(1)</sup>	D	\$48.97	249,631	D	
COMMON STOCK, \$.10 PAR VALUE	06/02/2021		M		36,671 <sup>(2)</sup>	A	\$21.32	286,302	D	
COMMON STOCK, \$.10 PAR VALUE	06/02/2021		F		26,232 <sup>(2)</sup>	D	\$48.97	260,070	D	
COMMON STOCK, \$.10 PAR VALUE								1,423.1433	I	BY MANAGED ACCOUNT 1

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$0.85	06/02/2021		M		4,517		01/13/2013	12/12/2022	Common Stock, \$.10 Par Value	4,517	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.32	06/02/2021		M		36,671		05/23/2018	06/29/2026	Common Stock, \$.10 Par Value	36,671	\$0	0	D	

**Explanation of Responses:**

- This represents an exercise of the reporting person's stock options that will expire on December 12, 2022. Pursuant to a cashless stock option exercise, the net proceeds were used to pay the exercise price and to cover the withholding taxes.
- This represents an exercise of the reporting person's stock options that will expire on June 29, 2026. Pursuant to a cashless stock option exercise, the net proceeds were used to pay the exercise price and to cover the withholding taxes.

/s/ By: Catherine L. Hughes,  
 Attorney-in-Fact For: Anneka R. Gupta 06/04/2021

\*\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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