

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Arra James F.</u>  (Last) (First) (Middle) <u>LIVERAMP HOLDINGS, INC.</u> <u>225 BUSH STREET, 17TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94104</u>  (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>PRESIDENT AND CCO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/19/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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	10/19/2018		A		63,488 <sup>(1)</sup>	A	\$0	204,513	D	
COMMON STOCK, \$.10 PAR VALUE								1,147.1102	I	BY MANAGED ACCOUNT 1
COMMON STOCK, \$.10 PAR VALUE								231.6515	I	BY MANAGED ACCOUNT 2

**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)		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	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. These restricted stock units ("RSUs") are granted pursuant to the 2005 Equity Compensation Plan. Each RSU represents a contingent right to receive one share of the registrant's common stock. Vesting will occur over four years, beginning two years from October 19, 2018, with 50% of the total becoming vested on that date and 25% annually thereafter until 100% vested, contingent upon the recipient's continued employment with the registrant.

/s/ BY: CATHERINE L. HUGHES, ATTORNEY IN FACT FOR: JAMES F. ARRA 10/23/2018

\*\* 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.

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.