

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>Howe Scott E</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)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2022	
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	05/02/2022		M		55,000 <sup>(1)</sup>	A	\$13.28	775,542	D	
COMMON STOCK, \$.10 PAR VALUE	05/02/2022		S		55,000	D	\$31.38 <sup>(2)</sup>	720,542	D	
COMMON STOCK, \$.10 PAR VALUE	05/03/2022		M		55,000 <sup>(1)</sup>	A	\$13.28	775,542	D	
COMMON STOCK, \$.10 PAR VALUE	05/03/2022		S		24,906	D	\$30.7 <sup>(3)</sup>	750,636	D	
COMMON STOCK, \$.10 PAR VALUE	05/03/2022		S		30,094	D	\$31.07 <sup>(4)</sup>	720,542	D	
COMMON STOCK, \$.10 PAR VALUE	05/04/2022		M		54,204 <sup>(1)</sup>	A	\$13.28	774,746	D	
COMMON STOCK, \$.10 PAR VALUE	05/04/2022		S		34,141	D	\$29.97 <sup>(5)</sup>	740,605	D	
COMMON STOCK, \$.10 PAR VALUE	05/04/2022		S		20,063	D	\$31.14 <sup>(6)</sup>	720,542	D	
COMMON STOCK, \$.10 PAR VALUE								3,148.0113	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					
Non-Qualified Stock Option (right to buy)	\$13.28	05/02/2022		M			55,000	(7)	05/21/2022	Common Stock, \$.10 Par Value	\$0	109,204	D	
Non-Qualified Stock Option (right to buy)	\$13.28	05/03/2022		M			55,000	(7)	05/21/2022	Common Stock, \$.10 Par Value	\$0	54,204	D	
Non-Qualified Stock Option (right to buy)	\$13.28	05/04/2022		M			54,204	(7)	05/21/2022	Common Stock, \$.10 Par Value	\$0	0	D	

**Explanation of Responses:**

- This represents an exercise of the reporting person's stock options that will expire on May 21, 2022. Pursuant to a broker-assisted cashless stock option exercise, the net proceeds were used to pay the exercise price, to cover the withholding taxes, and to pay broker fees and commissions. The exercise and related sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 28, 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.97 to \$31.80, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.57 to \$30.80, inclusive. The reporting person undertakes to provide to

the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.83 to \$31.71, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.55 to \$30.46, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.51 to \$31.43, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

7. This grant of non-qualified stock options was made pursuant to the 2005 Equity Compensation Plan. Vesting began on May 21, 2013, with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% vested.

/s/ By: Catherine L. Hughes,  
Attorney-in-Fact For: Scott E. Howe    05/04/2022

\*\* 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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