

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>JENSON WARREN</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 _____ Officer (give title below) _____ Other (specify below) _____ X PRESIDENT, CFO & EMD-INT'L
	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2020	
	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	08/11/2020		A		24,032 ⁽¹⁾	A	\$0	350,169	D	
COMMON STOCK, \$.10 PAR VALUE	08/11/2020		F		5,958 ⁽²⁾	D	\$54.71	344,211	D	
COMMON STOCK, \$.10 PAR VALUE	08/12/2020		S		105,000	D	\$53.91 ⁽³⁾	239,211	D	
COMMON STOCK, \$.10 PAR VALUE	08/13/2020		M		17,940	A	\$17.49	257,151	D	
COMMON STOCK, \$.10 PAR VALUE	08/13/2020		S		17,940	D	\$52.96 ⁽⁴⁾	239,211	D	
COMMON STOCK, \$.10 PAR VALUE								2,339,5268	I	BY MANAGED ACCOUNT 1
COMMON STOCK, \$.10 PAR VALUE								517,9694	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)		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)	\$17.49	08/13/2020		M			17,940	(5)	05/20/2025	Common Stock, \$.10 Par Value	17,940	0	D	

Explanation of Responses:

- These shares were earned by the reporting person in connection with the performance stock units (PSUs) granted pursuant to the 2005 Equity Compensation Plan to the reporting person in 2018. Of the earned amount, one-half immediately vested, and the remaining one-half will vest on August 11, 2021, contingent upon the reporting person's continued employment with the registrant.
- These shares were withheld by the Issuer to satisfy the reporting person's tax obligations that arose on August 11, 2020 as a result of the PSU vesting.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.72 to \$54,5787, 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 \$52.84 to \$53.24, 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.
- This non-qualified stock option vested incrementally over four years beginning May 20, 2016, with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% fully vested.

/s/ By: Catherine L. Hughes,
 Attorney-in-Fact For: Warren Jenson 08/13/2020

** 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.

