

**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): **February 10, 2023**

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 10, 2023, the Board of Directors (the “Board”) of LiveRamp Holdings, Inc. (the “Company”) appointed Brian O’Kelley to serve as a member of the Board and its Governance/Nominating Committee, effective immediately. Mr. O’Kelley was appointed to fill a vacancy in the class of directors whose term expires at the 2025 annual meeting of stockholders, so as to maintain the number of directors in each class of the directors serving on the Board as nearly equal as possible.

Mr. O’Kelley will be compensated for his Board service in accordance with the standard compensation policy for the Company’s non-employee directors and will be eligible to participate in the LiveRamp Holdings, Inc. Directors’ Deferred Compensation Plan, each of which are more fully described in the “Non-Employee Director Compensation” section of the Company’s definitive proxy statement for the 2022 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on June 24, 2022.

There are no arrangements or understandings between Mr. O’Kelley and any other person pursuant to which he was selected to serve as a director of the Company, nor is he party to any related party transactions required to be reported pursuant to Item 404(a) of Regulation S-K.

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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: February 13, 2023

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