

PROSPECTUS SUPPLEMENT No. 2  
(To Prospectus dated February 16, 2022)

# /LiveRamp

**LiveRamp Holdings, Inc.**

**90,141 Shares of Common Stock**

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This prospectus supplement updates and supplements the prospectus dated February 16, 2022, which is a part of the automatic shelf registration statement (Registration No. 333-262790) that LiveRamp Holdings, Inc. (“LiveRamp,” “we,” or the “Company”) filed on February 16, 2022 covering the resale from time to time by the selling stockholders named herein of shares of our common stock, par value \$0.10 per share.

Our common stock is listed on the New York Stock Exchange under the symbol “RAMP.” On February 13, 2023, the last reported sale price for our common stock on the New York Stock Exchange was \$24.74 per share.

Common stock offered by selling stockholders	90,141 shares of common stock, par value \$0.10 per share, in one or more offerings
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Our authorized capital stock consists of 200,000,000 shares of common stock with a \$0.10 par value per share, and 1,000,000 shares of preferred stock with a \$1.00 par value per share, all of which shares of preferred stock are undesignated. As of February 15, 2022 there were 64,719,548 shares of common stock issued and outstanding, held of record by 994 stockholders, although we believe that there may be a significantly larger number of beneficial owners of our common stock.

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**The date of this prospectus supplement is February 17, 2023.**

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## SELLING STOCKHOLDERS

The selling stockholders identified in this prospectus supplement are offering for sale up to 90,141 shares of our common stock, par value \$0.10 per share. The selling stockholders acquired these shares from us pursuant to our acquisition of DataFleets, Ltd. (“DataFleets”) The selling stockholders may from time to time offer and sell pursuant to this prospectus and any prospectus supplement to this prospectus any or all of the shares of our common stock being registered in one or more offerings. We will not receive any proceeds from the sale of shares being sold by the selling stockholders.

Each of the selling stockholders is currently employed by LiveRamp. David Gilmore serves as Senior Director, Product Strategy & Excellence and Nicholas Elledge serves as Head of Operations, Privacy Tech Solutions.

The following table sets forth information for the selling stockholders as of the date of this prospectus supplement. Beneficial ownership is determined in accordance with the SEC rules and includes securities that the selling stockholders have the right to acquire within 60 days after the date of this prospectus. Except as otherwise indicated, we believe that the selling stockholders have sole voting and investment power with respect to all shares of the common stock shown as beneficially owned by them. In addition, except as otherwise indicated, all of the selling stockholders beneficially own less than 1% of our common stock outstanding.

Name of Beneficial Owner	Shares beneficially owned prior to the offering <sup>(1)</sup>	Number of shares offered	Shares beneficially owned after the offering <sup>(2)</sup>
David Gilmore	52,439	51,509	930
Nicholas Elledge	38,632	38,632	—
<b>Total</b>	<b>91,071</b>	<b>90,141</b>	<b>930</b>

- (1) The number of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, and the information is not necessarily indicative of beneficial ownership for any other purpose.
- (2) The table assumes that the selling stockholders will sell all of their shares being offered pursuant to this prospectus. We are unable to determine the exact number of shares that will actually be sold pursuant to this prospectus.

## RISK FACTORS

An investment in our common stock involves a high degree of risk. Prior to making a decision about investing in our common stock, you should carefully consider any specific factors discussed herein together with all of the other information appearing or incorporated by reference in this prospectus. You should also consider the risks, uncertainties and assumptions discussed under Item 1A, “Risk Factors,” in our [Annual Report on Form 10-K for the fiscal year ended March 31, 2022](#), which is incorporated herein by reference, as such risk factors may be amended, supplemented or superseded from time to time by other reports we file with the SEC in the future. The risks and uncertainties we have described are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our operations.

## Calculation of Filing Fee Tables

424(b)(7)  
(Form Type)LiveRamp Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit (1)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee (2)	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to Be Paid	Equity	Common Stock, \$0.10 par value per share	Rule 456(b) and Rule 457(r)	90,141	\$24.86	\$2,240,905.26	0.00011020	\$246.95				
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A		N/A				
Carry Forward Securities												
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A	N/A
	Total Offering Amounts					\$2,240,905.26		\$246.95				
	Total Fees Previously Paid							N/A				
	Total Fee Offsets							N/A				
	Net Fee Due							\$246.95				

(1) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices as reported on the New York Stock Exchange on February 13, 2023.

(2) Calculated in accordance with Rule 457(c) under the Securities Act of 1933, as amended