

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

LIVERAMP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-1269307
(I.R.S. Employer
Identification No.)

225 Bush Street, Seventeenth Floor
San Francisco, CA
(Address of Principal Executive Offices)

94104
(Zip Code)

**AMENDED AND RESTATED 2005 EQUITY COMPENSATION PLAN
OF LIVERAMP HOLDINGS, INC.**

(Full title of the plan)

Jerry C. Jones, Esq.
Chief Ethics and Legal Officer & Executive Vice President
225 Bush Street, Seventeenth Floor
San Francisco, CA 94104
(Name and address of agent for service)

(866) 352-3267
(Telephone number, including area code, of agent for service)

Copies of all correspondence to:
Geoffrey D. Neal
Kutak Rock LLP
124 West Capitol Avenue, Suite 2000
Little Rock, AR 72201
(501) 975-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 4,500,000 shares of Common Stock, \$.10 par value per share, of LiveRamp Holdings, Inc. (the “Company”) to be issued pursuant to the Amended and Restated 2005 Equity Compensation Plan of LiveRamp Holdings, Inc. (the “Plan”). Accordingly, the contents of the earlier registration statement on [Form S-8 \(File No. 333- 231823\)](#) filed with the Securities and Exchange Commission (the “Commission”) on May 30, 2019 are incorporated by reference in this Registration Statement to the extent not modified hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed or furnished by the Company with the Commission are incorporated by reference herein:

- (a) [The Company’s annual report on Form 10-K for the fiscal year ended March 31, 2022, filed with the Commission on May 24, 2022;](#)
- (b) [The Company’s current report on Form 8-K filed with the Commission on April 29, 2022 \(only with respect to the disclosure in Item 8.01 thereof\); and](#)
- (c) The description of the Company’s Common Stock contained in the Company’s Registration Statement on [Form 8-A filed with the Commission on October 1, 2018](#), including any further amendments or reports filed with the Commission for the purpose of updating such description, including [Exhibit 4.1 of the Company’s annual report on Form 10-K for the fiscal year ended March 31, 2019, filed with the Commission on May 29, 2019](#).

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained in this Registration Statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any statement modified or superseded will not be deemed, except as so modified or superseded, to be a part of this Registration Statement.

Item 8. Exhibits.

The exhibits furnished as a part of this Registration Statement are listed below.

<u>Number</u>	<u>Exhibit</u>
4.1	Amended and Restated Certificate of Incorporation of LiveRamp Holdings, Inc. (previously filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on October 1, 2018, Commission File No. 001-38669, and incorporated herein by reference)
4.2	Amended and Restated Bylaws of LiveRamp Holdings, Inc. (previously filed as Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the Commission on October 1, 2018, Commission File No. 001-38669, and incorporated herein by reference)
5.1*	Opinion of Kutak Rock LLP as to the legality of the shares being registered

[23.1*](#) [Consent of Kutak Rock LLP \(included in the opinion in Exhibit 5.1\)](#)

[23.2*](#) [Consent of KPMG LLP](#)

[24.1*](#) [Powers of Attorney](#)

[99.1](#) [Amended and Restated 2005 Equity Compensation Plan of LiveRamp Holdings, Inc. \(previously filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K, filed with the Commission on May 24, 2022, Commission File No. 001-38669, and incorporated herein by reference\)](#)

[107.1*](#) [Calculation of Filing Fee Table](#)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on May 24, 2022.

LIVERAMP HOLDINGS, INC.

By: /s/ Jerry C. Jones

Name: Jerry C. Jones

Title: Chief Ethics and Legal Officer & Executive Vice President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated, as of May 24, 2022:

<u>Signature</u>	<u>Title</u>
<u>/s/ John L. Battelle*</u> John L. Battelle	Director
<u>/s/ Timothy R. Cadogan*</u> Timothy R. Cadogan	Director
<u>/s/ Vivian Chow*</u> Vivian Chow	Director
<u>/s/ Richard P. Fox*</u> Richard P. Fox	Director
<u>/s/ Scott E. Howe*</u> Scott E. Howe	Director, Chief Executive Officer (principal executive officer)
<u>/s/ Clark M. Kokich*</u> Clark M. Kokich	Director, Non-Executive Chairman of the Board
<u>/s/ Kamakshi Sivaramakrishnan*</u> Kamakshi Sivaramakrishnan	Director
<u>/s/ Omar Tawakol*</u> Omar Tawakol	Director
<u>/s/ Debora B. Tomlin*</u> Debora B. Tomlin	Director
<u>/s/ Warren C. Jenson*</u> Warren C. Jenson	President, Chief Financial Officer, and Executive MD of International (principal financial and accounting officer)

*By: /s/ Catherine L. Hughes

Catherine L. Hughes, Attorney-in-Fact

Opinion of Kutak Rock LLP

May 24, 2022

LiveRamp Holdings, Inc.
225 Bush Street, Seventeenth Floor
San Francisco, CA 94104

Re: REGISTRATION ON FORM S-8 OF SHARES OF COMMON STOCK \$.10 PAR VALUE PER SHARE, OF LIVERAMP HOLDINGS, INC.

Ladies and Gentlemen:

We have acted as counsel to LiveRamp Holdings, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), to register an aggregate of 4,500,000 shares of Common Stock, \$.10 par value per share, of the Company (the "Shares") issuable under the Amended and Restated 2005 Equity Compensation Plan of LiveRamp Holdings, Inc., adopted by the Board of Directors of the Company on May 17, 2022 (the "Plan").

We have examined such documents, records, and matters of law as we have deemed necessary for purposes of this opinion. Based on such examination and on the assumptions set forth below, we are of the opinion that the Shares to be offered and sold, when issued and delivered in accordance with the terms and provisions of the Plan, against receipt of the consideration provided for therein, will be validly issued, fully paid, and nonassessable.

In rendering this opinion, we have (i) assumed and have not independently verified (a) the due authorization, execution and delivery of the Plan, (b) that all signatures on all certificates and other documents examined by us are genuine, and that, where any such signature purports to have been made in a corporate, governmental or other capacity, the person who affixed such signature to such certificate or other document had authority to do so, and (c) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies and (ii) as to certain factual matters, relied upon certificates of public officials and of the Company and its officers and have not independently checked or verified the accuracy of the factual statements contained therein. The Company adopted an amendment adding the Shares to the Plan subject to stockholder approval of such amendment at its next annual or special meeting of stockholders, and the opinion expressed above assumes that such stockholder approval will be obtained. In addition, our examination of matters of law has been limited to the General Corporation Law of the State of Delaware and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws and the federal laws of the United States of America and reported judicial decisions interpreting such laws, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

Very truly yours,

/s/ KUTAK ROCK LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 24, 2022, with respect to the consolidated financial statements of LiveRamp Holdings, Inc., and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Dallas, Texas
May 24, 2022

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of LiveRamp Holdings, Inc. (the "Company"), acting pursuant to authorization of the Board of Directors of the Company, hereby appoints Catherine L. Hughes and Jerry C. Jones, or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as a director or officer, or both, of the Company, to sign a Registration Statement on Form S-8, together with all necessary exhibits, and any amendments (including post-effective amendments) and supplements thereto, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the issuance and sale of 4,500,000 shares of Common Stock, \$.10 par value per share, of the Company to be issued and delivered in accordance with the Amended and Restated 2005 Equity Compensation Plan of LiveRamp Holdings, Inc., and generally to do and perform all things necessary to be done in connection with the foregoing as fully in all respects as I could do personally.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24th day of May, 2022.

Signed: /s/ John L. Battelle

Name: JOHN L. BATTELLE, Director

Signed: /s/ Timothy R. Cadogan

Name: TIMOTHY R. CADOGAN, Director

Signed: /s/ Vivian Chow

Name: VIVIAN CHOW, Director

Signed: /s/ Richard P. Fox

Name: RICHARD P. FOX, Director

Signed: /s/ Scott E. Howe

Name: SCOTT E. HOWE, Director, Chief Executive Officer & President
(principal executive officer)

Signed: /s/ Clark M. Kokich

Name: CLARK M. KOKICH, Director
(Non-Executive Chairman of the Board)

Signed: /s/ Kamakshi Sivaramakrishnan

Name: KAMAKSHI SIVARAMAKRISHNAN, Director

Signed: /s/ Omar Tawakol

Name: OMAR TAWAKOL, Director

Signed: /s/ Debora B. Tomlin

Name: DEBORA B. TOMLIN, Director

Signed: /s/ Warren C. Jenson

Name: WARREN C. JENSON, President, Chief Financial Officer, and
Executive MD of International (principal financial and accounting
officer)

Calculation of Filing Fee Table

Form S-8
(Form Type)

LiveRamp Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$.10 Par Value	Rule 457(c) and (h)	4,500,000 ⁽²⁾	\$ 25.35	\$ 114,075,000	0.0000927	\$ 10,574.76
Total Offering Amounts					\$ 114,075,000		\$ 10,574.76
Total Fee Offsets							–
Net Fee Due							\$ 10,574.76

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents 4,500,000 additional shares of Common Stock that, subject to stockholder approval, will become available for issuance pursuant to the Amended and Restated 2005 Equity Compensation Plan of LiveRamp Holdings, Inc. (the “Plan”). The Plan, which, as amended and restated, increases the number of shares of Common Stock issuable under the Plan by 4,500,000 shares, was approved by the board of directors of the Company on May 17, 2022 and is subject to stockholder approval at the Company’s next annual or special meeting of stockholders. If stockholder approval of the Plan is not obtained, these shares will not become available for issuance under the Plan.
- (3) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sales prices of the shares of the registrant’s common stock as reported on the New York Stock Exchange on May 18, 2022.