

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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| 1. Name and Address of Reporting Person*<br><u>Gupta Anneka R.</u><br><br>(Last) (First) (Middle)<br><u>LIVERAMP HOLDINGS, INC.</u><br><u>225 BUSH STREET, 17TH FLOOR</u><br><br>(Street)<br><u>SAN FRANCISCO CA 94104</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LiveRamp Holdings, Inc. [ RAMP ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Pres.&amp; Head-Products/Platforms</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>10/01/2018</u>                  |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |

**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   | 10/01/2018                           |  | A <sup>(1)</sup>               |   | 33,544 <sup>(2)</sup>   | A          | \$0   | 173,645   | D  |   |
| COMMON STOCK, \$.10 PAR VALUE   |                                      |  |                                |   |   |            |       | 1,218.4912  | 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 |   |  |  |   |  |

**Explanation of Responses:**

- On October 1, 2018, the issuer completed its previously announced sale of its Acxiom Marketing Solutions business (the "AMS Sale"). The AMS Sale constituted a change in control for purposes of the issuer's Amended and Restated 2005 Equity Compensation Plan, and certain performance stock units (PSUs) held by the reporting person under such plan converted into a number of restricted stock units (RSUs) equal to 200% of the target number of shares underlying such PSUs based on the degree of achievement of the applicable performance objectives as of closing of the AMS Sale, with vesting to occur subject to the reporting person's continued service with the issuer over the original performance periods.
- At the time of the AMS Sale, the reporting person held 16,772 PSUs (at target) that converted into 33,544 RSUs, all of which will vest on March 31, 2021 contingent upon the reporting person's continued employment with the issuer through such date.

/s/ BY: CATHERINE L. HUGHES, ATTORNEY IN FACT FOR: ANNEKA R. GUPTA 10/03/2018

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.