

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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT, CFO & EMD-INT'L
	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year) 11/10/2021		

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	11/09/2021		A		9,755 ⁽¹⁾	A	\$0	202,033 ⁽²⁾	D	
COMMON STOCK, \$.10 PAR VALUE	11/09/2021		A		6,145 ⁽¹⁾	A	\$0	205,105 ⁽²⁾	D	

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)
						Date Exercisable	Expiration Date					

Explanation of Responses:

1. This amendment is being filed to amend the reporting person's Form 4 filed November 10, 2021 (the "Original Report"), which reported that the reporting person earned 4,878 and 3,073 shares in connection with performance stock units (PSUs) granted pursuant to the 2005 Equity Compensation Plan to the reporting person in 2018 and 2020, respectively, one-half of which vested on November 9, 2021 and one-half of which will vest on November 9, 2022, contingent upon the reporting person's continued employment with the registrant. Due to a clerical error, the Original Report inadvertently reported only the amount of PSUs that vested on November 9, 2021, and this amendment is being filed to report the full amount of earned shares.

2. The amounts reported in Column 5 reflect the current number of securities that the reporting person owns as of the date of this report, adjusted to include the amounts corrected by this amendment.

/s/ By: Catherine L. Hughes,
Attorney-in-Fact For: Warren 02/14/2022
Jenson

** 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.

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