| SEC Form 4 | | | | | | | | | | | | |
|---|---------|-------|----------------|--|-----------------|--|---|------------------------------|--|--------------|--|--|
| FOR | M 4 | UNI | TED STAT | ES SECURITI | SION | OMB APPROVAL | | | | | | |
| Check this box if Section 16. Form obligations may of Instruction 1(b). | | S | | pursuant to Section 16 | (a) of the Sec | ENEFICIAL OWNE urities Exchange Act of 1934 Company Act of 1940 | ERSH | 3235-0287 burden : 0.5 | | | | |
| 1. Name and Address of Reporting Person* JONES JERRY C | | | | 2. Issuer Name and T LiveRamp Hole | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) CHIEF ETHICS & LEGAL OFFICER | | | | | |
| (Last) (First) (Middle) LIVERAMP HOLDINGS, INC. 225 BUSH STREET, 17TH FLOOR | | | | 3. Date of Earliest Tra 08/26/2020 | nsaction (Mor | th/Day/Year) | | | | | | |
| (Street) SAN FRANCISCO | CA | 94104 | | 4. If Amendment, Date | e of Original F | iled (Month/Day/Year) | 6. Indiv Line) X | Form filed by | Group Filing (Cheo y One Reporting F y More than One I | Person | | |
| (City) | (State) | (Zip) | Non-Derivat | tive Securities A | cquired, [| Disposed of, or Benefi | cially (| Owned | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction | | | 2. Transaction | 2A. Deemed | 3. | 4. Securities Acquired (A) or 5. Amount Dispaced Of (D) (Instr. 2. 4 and 5) 5. Securities | | | 6. Ownership | 7. Nature of | | |

if any (Month/Day/Year) Code (Instr. 8) Beneficially Owned Following (D) or Indirect (I) (Instr. 4) Beneficial Ownership (Month/Day/Year) Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (A) or (D) Code v Amount Price COMMON STOCK, \$.10 PAR VALUE 08/26/2020 Μ 14,724 Α \$21.46 252,817 D COMMON STOCK, \$.10 PAR VALUE 08/26/2020 F 9.952⁽¹⁾ D \$53.61 242.865 D COMMON STOCK, \$.10 PAR VALUE 08/27/2020 s 27,804 D \$53.58(2) 215,061 D BY MANAGED COMMON STOCK, \$.10 PAR VALUE 5,396.8796 I ACCOUNT 1 BY MANAGED COMMON STOCK, \$.10 PAR VALUE 3,494.7296 Ι ACCOUNT 2

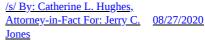
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| (| | | | | | | | | | | | | | | |
|---|---|--|---|---|---|--|--------|--|--------------------|---|--|---|--|--|--|
| 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 | Title | Amount or Number of Shares | | | | |
| Non- Qualified Stock Option (right to buy) | \$21.46 | 08/26/2020 | | м | | | 14,724 | (3) | 05/23/2023 | Common Stock, \$.10 Par Value | 14,724 | \$0 | 0 | D | |

Explanation of Responses:

These shares were withheld by the issuer to satisfy the reporting person's exercise cost and tax obligations that arose on August 26, 2020, when the reporting person exercised stock options.
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.94, inclusive. The reporting person undertakes to provide to

the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range. 3. These non-qualified stock options vested incrementally over four years beginning May 23, 2014, with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% vested.



** 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.