

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>JENSON WARREN</b>  (Last) (First) (Middle) <b>LIVERAMP HOLDINGS, INC.</b> <b>225 BUSH STREET, 17TH FLOOR</b>  (Street) <b>SAN FRANCISCO CA 94104</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LiveRamp Holdings, Inc. [ RAMP ]</b>	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) <b>PRESIDENT, CFO &amp; EMD-INT'L</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/31/2018</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	10/31/2018		M		157,024	A	\$13.4	565,820	D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		M		26,934	A	\$13.4	592,754	D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		M		61,452	A	\$13.28	654,206	D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		M		45,460	A	\$21.46	699,666	D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		M		61,420	A	\$21.17	761,086	D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		S		283,791	D	\$45.86 <sup>(1)</sup>	477,295	D	
COMMON STOCK, \$.10 PAR VALUE	10/31/2018		S		68,499	D	\$45.29 <sup>(2)</sup>	408,796	D	
COMMON STOCK, \$.10 PAR VALUE	11/01/2018		M		1,298	A	\$21.17	410,094	D	
COMMON STOCK, \$.10 PAR VALUE	11/01/2018		M		53,819	A	\$17.49	463,913	D	
COMMON STOCK, \$.10 PAR VALUE	11/01/2018		S		1,500	D	\$46.26 <sup>(3)</sup>	462,413	D	
COMMON STOCK, \$.10 PAR VALUE	11/01/2018		S		53,617	D	\$45.86 <sup>(4)</sup>	408,796	D	
COMMON STOCK, \$.10 PAR VALUE								2,158.5562	I	BY MANAGED ACCOUNT 1
COMMON STOCK, \$.10 PAR VALUE								490.0604	I	BY MANAGED 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					
Non-Qualified Stock Option (right to buy)	\$13.4	10/31/2018		M			157,024	01/13/2013	01/13/2022	COMMON STOCK, \$.10 PAR VALUE	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$13.4	10/31/2018		M			26,934	01/13/2013	01/13/2022	COMMON STOCK, \$.10 PAR VALUE	\$0	0	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$13.28	10/31/2018		M			61,452	05/21/2013	05/21/2022	COMMON STOCK, \$10 PAR VALUE	61,452	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.46	10/31/2018		M			45,460	05/23/2014	05/23/2023	COMMON STOCK, \$10 PAR VALUE	45,460	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$21.17	10/31/2018		M			61,420	05/20/2015	05/20/2024	COMMON STOCK, \$10 PAR VALUE	61,420	\$0	1,298	D	
Non-Qualified Stock Option (right to buy)	\$21.17	11/01/2018		M			1,298	05/20/2015	05/20/2024	COMMON STOCK, \$10 PAR VALUE	1,298	\$0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.49	11/01/2018		M			53,819	05/20/2016	05/20/2025	COMMON STOCK, \$10 PAR VALUE	53,819	\$0	17,290	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.55 to \$46.55, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.77 to \$45.54, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.245 to \$46.31, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.235 to \$46.235, 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.

/s/ By: Catherine L. Hughes,  
Attorney-in-Fact For: Warren      11/02/2018  
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.

**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.**