HEALTHCARE TRUST OF AMERICA, INC.
Form 424B3
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Registration No. 333-158418

HEALTHCARE TRUST OF AMERICA, INC.

SUPPLEMENT NO. 9 DATED NOVEMBER 24, 2010
TO THE PROSPECTUS DATED MARCH 19, 2010

This document supplements, and should be read in conjunction with our prospectus dated March 19, 2010, as supplemented by Supplement No. 1 dated March 19, 2010, Supplement No. 2 dated March 19, 2010, Supplement No. 3 dated June 17, 2010, Supplement No. 4 dated August 16, 2010, Supplement No. 5 dated August 20, 2010, Supplement No. 6 dated October 15, 2010, Supplement No. 7 dated October 19, 2010, and Supplement No. 8 dated November 3, 2010 relating to our offering of up to $2,200,000,000 of shares of common stock. The purpose of this Supplement No. 9 is to disclose:

- the status of our offerings;
- our entry into a credit agreement for a $275,000,000 unsecured credit facility;
- a description of our current portfolio;
- recent acquisitions;
- selected financial data;
- our performance funds from operations and modified funds from operations;
- information regarding our distributions;
- our property performance net operating income;
- information regarding repurchases under our current share repurchase plan;
- information regarding our amended and restated share repurchase plan;
- an update to our risk factors;
- an update to the Estimated Use of Proceeds section of our prospectus; and
- our quarterly report on Form 10-Q for the quarter ended September 30, 2010.

Status of Our Offerings

As of March 19, 2010, we had received and accepted subscriptions in our initial public offering, or our initial offering, for 147,562,354 shares of our common stock, or $1,474,062,000, excluding shares issued pursuant to our distribution reinvestment plan. On March 19, 2010, we stopped offering shares of our common stock in our initial offering.

We commenced our follow-on public offering of shares of our common stock, or our follow-on offering, on March 19, 2010. As of November 22, 2010, we had received and accepted subscriptions in our follow-on offering for 42,414,040 shares of our common stock, or approximately $423,808,000, excluding shares issued pursuant to our distribution reinvestment plan. As of November 22, 2010, 157,585,960 shares remained available for sale to the public pursuant to our follow-on offering, excluding shares available pursuant to our distribution reinvestment plan.

On August 16, 2010, we announced our intention to close our follow-on offering, subject to market conditions, on or before April 30, 2011 but not earlier than November 30, 2010, with 30 days prior notice to our stockholders. Our follow-on offering is currently scheduled to expire on March 19, 2012, unless extended. We will not terminate our follow-on offering early unless and until we determine that an early termination is in the best interests of our stockholders and market conditions are favorable.

Unsecured Credit Facility

On November 22, 2010, we and Healthcare Trust of America Holdings, LP, our operating partnership, entered into a credit agreement, or the credit agreement, with JPMorgan Chase Bank, N.A., as administrative agent, or JPMorgan, Wells Fargo Bank, N.A. and Deutsche Bank Securities Inc., as syndication agents, U.S. Bank National Association and Fifth Third Bank, as Documentation Agents, and the lenders named therein to obtain an unsecured revolving credit facility in an aggregate maximum principal amount of $275,000,000, or the unsecured credit facility, subject to increase as described below.

The proceeds of loans made under the credit agreement may be used for our working capital needs and general corporate purposes, including permitted acquisitions and repayment of debt. In addition to loans, our operating partnership may obtain up to $27,500,000 of the credit available under the credit agreement in the form of letters of credit or up to $15,000,000 of the credit available under the credit agreement in the form of swingline loans. The credit facility matures in November 2013.

The actual amount of credit available under the credit agreement is a function of certain loan-to-cost, loan-to-value and debt service coverage ratios contained in the credit agreement. Subject to the terms of the credit agreement, the maximum principal amount of the credit agreement may be increased by up to $225,000,000, for a total principal amount of $500,000,000, subject to such additional financing being offered and provided by existing lenders or new lenders under the credit agreement.

At the option of our operating partnership, loans under the credit agreement bear interest at per annum rates equal to:

(i) the greatest of: (x) the prime rate publicly announced by JPMorgan, (y) the Federal Funds effective rate plus 0.5% and (z) the Adjusted LIBO Rate plus 1.0%, plus (ii) a margin ranging from 1.50% to 2.50% based on our operating partnership s total leverage ratio, which we refer to as ABR loans; or

(i) the Adjusted LIBO Rate plus (ii) a margin ranging from 2.50% to 3.50% based on our operating partnership s total leverage ratio, which we refer to as Eurodollar loans.

Accrued interest under the credit agreement is payable quarterly and at maturity. If our operating partnership obtains a credit rating, the margin for ABR loans will be adjusted so that it ranges from 0.85% to 1.95%, and the margin for Eurodollar loans will be adjusted so that it ranges from 1.85% to 2.95%, in each case based on our operating partnership s credit rating.

Our operating partnership is required to pay a fee on the unused portion of the lenders commitments under the credit agreement at a per annum rate equal to 0.375% if the average daily used amount is greater than 50% of the commitments and 0.50% if the average daily used amount is less than 50% of the commitments, payable quarterly in arrears. In the event our operating partnership obtains a credit rating, our operating partnership is required to pay a facility fee on the total commitments ranging from 0.40% to 0.55% but no longer will be required to pay a fee on unused commitments.

Our operating partnership s obligations with respect to the credit agreement are guaranteed by us and by certain subsidiaries of our operating partnership, as identified in the credit agreement.

The credit agreement contains various affirmative and negative covenants that we believe are usual for facilities and transactions of this type, including limitations on the incurrence of debt by us, our operating partnership and its subsidiaries that own unencumbered assets, limitations on the nature of our operating partnership s business, and

limitations on distributions by our operating partnership and its subsidiaries that own unencumbered assets. Pursuant to the credit agreement, beginning with the quarter ending September 30, 2011, our operating partnership may not make distribution payments to us in excess of the greater of: (i) 100% of its normalized adjusted FFO (as defined in the credit agreement) for the period of four quarters ending September 30, 2011 and December 31, 2011, (ii) 95% of normalized adjusted FFO for the period of four quarters ending March 31, 2012 and (iii) 90% of normalized adjusted FFO for the period of four quarters ending June 30, 2012 and thereafter.

The credit agreement also imposes a number of financial covenants on us and our operating partnership, including: a maximum ratio of total indebtedness to total asset value; a maximum ratio of secured indebtedness to total asset value; a maximum ratio of recourse secured indebtedness to total asset value; a minimum ratio of EBITDA to fixed charges; a minimum tangible net worth covenant; a maximum ratio of unsecured indebtedness to unencumbered asset value; a minimum ratio of unencumbered net operating income to unsecured indebtedness; and a minimum ratio of unencumbered asset value to total commitments.

In addition, the credit agreement includes events of default that we believe are usual for facilities and transactions of this type, including restricting us from making distributions to our stockholders in the event we are in default under the credit agreement, except to the extent necessary for us to maintain our REIT status.

In connection with the entry into the credit agreement, the credit agreement entered into on October 13, 2010, by and among us, our operating partnership, JPMorgan, as administrative agent, Wells Fargo Bank, N.A. and Deutsche Bank Securities Inc., as syndication agents, and the lenders named therein, to obtain an unsecured revolving credit facility in an aggregate maximum principal amount of $200,000,000 was terminated and in connection with such termination, we paid commitment fees of approximately $111,000. There were no amounts outstanding under such credit facility at the time of its termination.

Our Current Portfolio

We provide stockholders the potential for income and growth through investment in a diversified portfolio of real estate assets, focusing primarily on medical office buildings and healthcare-related facilities. We have also invested to a limited extent in quality healthcare-related office properties. We focus primarily on income producing investments which may be located in multiple states. As of September 30, 2010, we had made 70 geographically diverse acquisitions comprising 208 buildings and two real estate related assets with approximately 8,943,000 square feet of gross leasable area, or GLA, for an aggregate purchase price of approximately $1,803,056,000. We have completed two acquisitions since September 30, 2010, expanded an existing portfolio with the addition of one new medical office building, and purchased six properties within a nine property portfolio, the details of which are included within the Recent Acquisitions section of this Supplement. Each of our properties is 100% owned by our operating partnership, except for the 7900 Fannin medical office building in

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which we own an approximately 84% interest. The tables below provide summary information regarding our properties as of September 30, 2010:

State	Leasable Gross Area	Number(1)	Properties Owned as a Percentage of Aggregate Purchase Price
Texas	1,251,000	14	17.7%
Indiana	1,225,000	6	10.5
South Carolina	1,102,000	6	12.0
Arizona	984,000	5	10.1
Florida	697,000	6	7.1
Georgia	544,000	8	6.8
Ohio	523,000	7	4.4
Tennessee	321,000	3	2.3
Wisconsin	315,000	2	4.3
Pennsylvania	301,000	2	3.8
California	288,000	4	3.4
Missouri	249,000	2	4.2
Oklahoma	186,000	1	1.7
Maryland	164,000	2	2.3
Minnesota	156,000	2	1.0
Colorado	145,000	2	1.9
Utah	112,000	1	1.7
New York	77,000	1	1.3
Nevada	73,000	1	1.0
New Hampshire	70,000	1	0.8
Kansas	63,000	1	0.8
Virginia	63,000	1	0.4
New Mexico	34,000	1	0.5
Total	8,943,000		100.0%

(1) In certain cases we have acquired portfolios that include properties in multiple states.

The table below depicts our total portfolio square footage by region as of September 30, 2010:

Region	Gross Leasable Area
Southeast	2,664,000
Midwest	2,405,000
Southwest	1,636,000
South	1,563,000

Northeast	675,000
Total	8,943,000

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The table below describes the type of real estate properties and other real estate related assets we owned as of September 30, 2010:

Type of Investment	Number of Investments	Gross Leasable Area
Medical Office	58	7,628,000
Healthcare-Related Facility	7	1,004,000
Office (Healthcare-Related)	3	311,000
Other Real Estate Related Assets	2	N/A
Total	70	8,943,000

The table below describes the average effective annual rent per square foot and the occupancy rate for each of the last five years ended December 31, 2009 and through September 30, 2010, for which we owned properties:

	2005(1)	2006(1)	2007	2008	2009	September 30, 2010
Average Effective Annual Rent per Square Foot	N/A	N/A	$ 18.41	$ 16.87	$ 17.25	$ 18.21
Occupancy	N/A	N/A	88.6%	91.3%	90.6%	90.6%

(1) We were initially capitalized on April 28, 2006 and therefore we consider that our date of inception. We purchased our first property on January 22, 2007.

The following table presents the sensitivity of our annual base rent due to lease expirations as of September 30, 2010 for the three months ending December 31, 2010 and for each of the next ten years and thereafter at our properties by number, square feet, percentage of leased area, annual base rent and percentage of annual rent:

	Number of Leases Expiring	Total Sq. Ft. of Expiring Leases	% of Leased Area Represented by Expiring Leases	Annual Rent Under Expiring Leases	% of Total Annual Rent Represented by Expiring Leases(1)
2010	73	241,159	2.9%	$ 5,013,000	3.0%
2011	195	611,479	7.3	13,074,000	7.8
2012	223	705,138	8.5	13,436,000	8.0
2013	198	974,398	11.7	19,462,000	11.5
2014	134	794,062	9.5	13,640,000	8.1
2015	132	635,992	7.6	13,774,000	8.2

2016	76	531,195	6.4	10,640,000	6.3
2017	94	554,540	6.7	11,883,000	7.0
2018	63	481,557	5.8	8,966,000	5.3
2019	54	451,628	5.4	10,133,000	6.0
2020	70	312,837	3.8	6,565,000	3.9
Thereafter	60	2,029,614	24.4	42,026,000	24.9
Total	1,372	8,323,599	100%	$ 168,612,000	100%

(1) The annual rent percentage is based on the total annual contractual base rent as of September 30, 2010.

As of September 30, 2010, no single tenant accounted for 10.0% or more of the GLA of our real estate properties.

As of September 30, 2010, we had interests in 14 consolidated properties located in Texas, which accounted for 16.7% of our total rental income, interests in six consolidated properties located in South Carolina, which accounted for 15.5% of our total rental income, interests in six consolidated properties located in Indiana, which accounted for 11.8% of our total rental income and interests in five consolidated properties located in Arizona, which accounted for 11.3% of our total rental income. This rental income is based on contractual base rent from

leases in effect as of September 30, 2010. Accordingly, there is a geographic concentration of risk subject to fluctuations in each state s economy.

Recent Acquisitions

Details of our property acquisition during the period from September 30, 2010 to the date of this Supplement are as follows:

Property	Property Location	Date Acquired	GLA (Sq Ft)	Purchase Price	Mortgage Debt	Occupancy	Annual Rent per Leased Sq Ft
Allegheny	Pittsburgh, PA	10/29/2010	228,900	$ 39,000,000	$	100%	$ 22.50
Rendina(1)	St. Louis, MO	11/12/2010	48,009	14,034,000		96	23.48
Raleigh	Raleigh, NC	11/12/2010	89,000	16,500,000		98	23.54
Columbia Portfolio	Various(2)	Various(3)	642,752	123,040,000	55,489,000	97	21.14

(1) Represents a purchase of an additional medical office building within one of our existing property portfolios.

(2) As of the date of this Supplement, purchases made within the Columbia Portfolio have included five properties located in Albany, New York and one property located in Tampa, Florida.

(3) The Columbia portfolio consists of nine properties comprising a total of approximately 960,000 square feet with an aggregate purchase price of approximately $196,645,000. As of the date of this Supplement, we had purchased six properties within this portfolio, two of which were purchased on November 19, 2010, two of which were purchased on November 22, 2010, and two of which were purchased on November 23, 2010.

Selected Financial Data

The following selected financial data should be read with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the notes thereto incorporated by reference into the prospectus and with Management s Discussion and Analysis of Financial Condition and Results of Operations and our condensed consolidated financial statements and the notes thereto included in our quarterly report on Form 10-Q which is attached as Exhibit A to this Supplement. Our historical results are not necessarily indicative of results for any future period.

The following tables present summarized consolidated financial information including balance sheet data, statement of operations data, and statement of cash flows data in a format consistent with our consolidated financial statements.

September 30,	December 31,				April 28, 2006 (Date of Inception)
2010	2009	2008	2007	2006	

BALANCE SHEET DATA:						
Total assets	$ 1,996,907,000	$ 1,673,535,000	$ 1,113,923,000	$ 431,612,000	$ 385,000	$ 202,000
Mortgage loans payable, net	594,428,000	540,028,000	460,762,000	185,801,000		
Stockholders equity (deficit)	1,336,905,000	1,071,317,000	599,320,000	175,590,000	(189,000)	2,000

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	Nine Months Ended September 30,		**Year Ended December 31,**			**Period fro April 28, 2006 (Date of Inception Through December 3**
	2010	**2009**	**2009**	**2008**	**2007**	**2006**
TATEMENT OF PERATIONS ATA:						
otal revenues	$ 145,577,000	$ 92,042,000	$ 129,486,000	$ 80,418,000	$ 17,626,000	$
et income (loss)	771,000	(20,409,000)	(24,773,000)	(28,409,000)	(7,674,000)	(242,000
et income (loss) tributable to ntrolling interest	831,000	(20,650,000)	(25,077,000)	(28,448,000)	(7,666,000)	(242,000
et income (loss) per are attributable to ntrolling interest on stributed and ndistributed earnings sic and diluted(1):	0.01	(0.20)	(0.22)	(0.66)	(0.77)	(149.03
TATEMENT OF ASH FLOWS ATA:						
ash flows provided operating activities	49,623,000	15,968,000	21,001,000	20,677,000	$ 7,005,000	
ash flows used in vesting activities	(304,113,000)	(255,256,000)	(454,855,000)	(526,475,000)	(385,440,000)	
ash flows provided financing activities	256,675,000	432,748,000	524,524,000	628,662,000	383,700,000	202,000
THER DATA:						
istributions declared	85,435,000	57,491,000	82,221,000	31,180,0tr>Basic	$ (0.06)	$ (0.10
iluted	$ (0.06)	$ (0.10)				
eighted-average ares used to compute t loss per share:						
asic	57,309,707	55,975,093				
iluted	57,309,707	55,975,093				
Amounts include ock-based mpensation expense, follows:						
ost of revenue	$ 154	$ 75				

ales and marketing	886	654
eneral and ministrative	840	662
oduct development	558	522
Amounts include preciation expense, as llows:		
ost of revenue	$ 1,916	$ 1,765
ales and marketing	356	381
eneral and ministrative	246	249
oduct development	840	398
Amounts include nortization of urchased intangibles, follows:		
ost of revenue	$ 287	$ 959

See Notes to Condensed Consolidated Financial Statements (unaudited).

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LIVEPERSON, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(IN THOUSANDS)
(UNAUDITED)

	Three Months Ended March 31,	
	2018	2017
Net loss	$ (3,203)	$ (5,676)
Foreign currency translation adjustment	(559)	(3,398)
Comprehensive loss	$ (3,762)	$ (9,074)

See Notes to Condensed Consolidated Financial Statements (unaudited).

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LIVEPERSON, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)
(UNAUDITED)

	Three Months Ended March 31,	
	2018	2017
OPERATING ACTIVITIES:		
Net loss	$(3,203)	$(5,676)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation expense	2,438	1,913
Depreciation	3,358	2,793
Amortization of purchased intangibles	711	1,431
Amortization of tenant allowance	(42)	(42)
Deferred income taxes	16	(21)
Provision for doubtful accounts, net	496	451
Changes in operating assets and liabilities:		
Accounts receivable	(8,467)	2,686
Prepaid expenses and other current assets	(5,841)	(2,548)
Other assets	(21)	—
Accounts payable	(172)	(1,117)
Accrued expenses and other current liabilities	(9,782)	(8,998)
Deferred revenue	19,921	5,942
Other liabilities	(89)	84
Net cash used in operating activities	(677)	(3,102)
INVESTING ACTIVITIES:		
Purchases of property and equipment, including capitalized software	(4,595)	(2,729)
Cash held as collateral for foreign exchange forward contracts	1,235	(17)
Payments for acquisitions and intangible assets, net of cash acquired	(263)	(98)
Net cash used in investing activities	(3,623)	(2,844)
FINANCING ACTIVITIES:		
Proceeds from issuance of common stock in connection with the exercise of options	5,949	460
Repurchase of common stock	(1,345)	(976)
Net cash provided by (used in) financing activities	4,604	(516)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	1,061	3,332
CHANGE IN CASH AND CASH EQUIVALENTS	1,365	(3,130)
CASH AND CASH EQUIVALENTS - Beginning of the period	56,115	50,889
CASH AND CASH EQUIVALENTS - End of the period	$57,480	$47,759
SUPPLEMENTAL DISCLOSURE OF OTHER CASH FLOW INFORMATION:		
Cash paid for income taxes	$553	$—
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		

Purchase of property and equipment recorded in accounts payable	$292	$682
Issuance of 85,861 shares of common stock in connection with the BotCentral transaction on January 24, 2018	$1,000	$—

See Notes to Condensed Consolidated Financial Statements (unaudited).

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LIVEPERSON, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Description of Business and Basis of Presentation

LivePerson, Inc. (the “Company” or “LivePerson”) was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced in November 1998. In April 2000, the Company completed an initial public offering and is currently traded on the NASDAQ Global Select Market and the Tel Aviv Stock Exchange. LivePerson is headquartered in New York City with U.S. offices in Alpharetta (Georgia) and Mountain View (California), and international offices in Amsterdam (Netherlands), Berlin (Germany) , London (United Kingdom), Mannheim (Germany) , Melbourne (Australia), Milan (Italy), Paris (France), Ra'anana (Israel), Reading (United Kingdom), Tel Aviv (Israel), and Tokyo (Japan).

LivePerson provides mobile and online business messaging solutions that power digital communication between brands and consumers. LiveEngage, the Company’s enterprise-class, cloud-based platform, enables businesses and consumers to connect through conversational interfaces, such as in-app and mobile messaging, while leveraging bots and artificial intelligence (AI) to increase efficiency. As consumers have reoriented their digital lives around the smartphone, messaging apps have become their preferred communication channel to connect with each other. LivePerson allows brands to align with this new consumer preference, and deploy messaging at scale for customer care, marketing, and sales, instead of requiring that consumers use email or call a 1-800 number.

LiveEngage was designed to securely deploy messaging, coupled with bots and AI, at scale for brands with tens of millions of customers and many thousands of customer care agents. LiveEngage powers conversations across each of a brand’s primary digital channels, including mobile apps, mobile and desktop web browsers, short message services (SMS), social media and third-party consumer messaging platforms. Brands can also use LiveEngage to message consumers when they dial a 1-800 number instead of having them navigate interactive voice response systems (IVR) and wait on hold. The platform seamlessly integrates with third-party bots, enabling brands to manage both AI- based agents and human agents from a single console.

LivePerson optimizes campaign outcomes for sales and service transaction by combining website visitor data with other historical, behavioral, and operational information to develop insights into each step of a consumer’s journey. LivePerson’s products, coupled with its domain knowledge, industry expertise and consulting services, have been proven to maximize the effectiveness of consumer engagement.

The Company’s primary revenue source is from the sale of LivePerson services to businesses of all sizes. The Company also offers an online marketplace that connects independent service providers (“Experts”) who provide information and knowledge for a fee via real-time chat with individual consumers (“Users”).

Basis of Presentation

The accompanying condensed consolidated financial statements as of March 31, 2018 and for the three months ended March 31, 2018 and 2017 are unaudited. In the opinion of management, the unaudited condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the consolidated financial position of LivePerson as of March 31, 2018, and the consolidated results of operations, comprehensive loss and cash flows for the interim periods ended March 31, 2018 and 2017. The financial data and other information disclosed in these notes to the condensed consolidated financial statements related to these periods are unaudited. The results of operations for any interim period are not necessarily indicative of the results of operations for any other future interim period or for a full fiscal year. The condensed consolidated balance sheet at December 31, 2017 has been derived from audited consolidated financial statements at that date.

Certain information and note disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). These unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto for the year ended December 31, 2017 included in the Company’s Annual Report on Form 10-K filed with the SEC on March 15, 2018.

Principles of Consolidation

The condensed consolidated financial statements include the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates
The preparation of the Company's condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of income and expenses during the reporting period. These estimates are based on information available as of the date of the condensed consolidated financial statements; therefore, actual results could differ from management's estimates.
Recently Issued Accounting Standards
In March 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No.2018-05 "Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118" ("ASU 2018-05"). This new standard adds SEC paragraphs pursuant to the SEC Staff Accounting Bulletin No. 118, which expresses the view of the staff regarding application of Topic 740, Income Taxes, in the reporting period that includes December 22, 2017 - the date on which the Tax Cuts and Jobs Act (H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018) was signed into law. ASU 2018-05 is effective upon inclusion in the FASB Codification. The Company is currently evaluating the impact of this updated standard, but does not believe this update will have a significant impact on its consolidated financial statements.
In February 2018, the FASB issued Accounting Standards Update No. 2018-02 "Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"). This new standard allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017. The amendments in ASU 2018-02 affects any entity that is required to apply the provisions of Topic 220, Income Statement-Reporting Comprehensive Income, and has items of other comprehensive income for which the related tax effects are presented in other comprehensive income as required by GAAP. The Company is currently evaluating the impact of this updated standard, but does not believe this update will have a significant impact on its consolidated financial statements.
In August 2017, the FASB issued Accounting Standards Update No. 2017-12 "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities" ("ASU 2017-12"). This new standard refines and expands hedge accounting for both financial (e.g., interest rate) and commodity risks. Its provisions create more transparency around how economic results are presented, both on the face of the financial statements and in the footnotes, for investors and analysts. ASU 2017-12 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, for public companies. Early adoption is permitted in any interim period or fiscal years before the effective date of the standard. The Company does not expect the adoption of ASU 2017-12 to have a material effect on its financial position, results of operations or cash flows.
In January 2017, FASB issued Accounting Standards Update No. 2017-04, "Intangibles —Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment" ("ASU 2017-04"). This update addresses concerns over the cost and complexity of the two-step goodwill impairment test. The amendments in this update remove the second step of the test. An entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. ASU 2017-04 is effective for financial statements issued for annual periods beginning after December 15, 2019, and interim periods within those annual periods. The Company does not expect the adoption of ASU 2017-04 to have a material effect on its financial position, results of operations or cash flows.
In February 2016, the FASB issued Accounting Standards Update No. 2016-02, "Leases" ("ASU 2016-02"). ASU 2016-02 requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis; and a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee

accounting model and Topic 606, "Revenue from Contracts with Customers". The new lease guidance also simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. ASU 2016-02 is effective for financial statements issued for annual periods beginning after December 15, 2018. The Company is currently assessing the provisions of this guidance and evaluating the timing and impact the guidance will have on its consolidated financial statements and related disclosures. The Company is also in the process of aggregating lease documentation for review. The adoption of this ASU primarily impacts the balance sheet through the recognition of a right-of-use asset and a lease liability

for all leases with terms in excess of twelve months. This guidance is effective January 1, 2019 using a modified retrospective transition approach with early adoption permitted.

Recently Adopted Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("Topic 606"). Topic 606 supersedes the revenue recognition requirements in Accounting Standards Codification ("ASC") Topic 605, "Revenue Recognition" ("Topic 605"), and requires the recognition of revenue when promised goods or services are transferred to customers in an amount that reflects the considerations to which the entity expects to be entitled to in exchange for those goods or services. Topic 606 also includes Subtopic 340-40, "Other Assets and Deferred Costs - Contracts with Customers", which requires the deferral of incremental costs of obtaining a contract with a customer. Collectively, the Company refers to Topic 606 and Subtopic 340-40 as the "new standard."

The Company adopted the requirements of the new standard as of January 1, 2018, utilizing the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Results for the reporting periods beginning after January 1, 2018 are presented under the new standard, while prior period amounts are not adjusted and continue to be reported in accordance with its historic accounting under Topic 605.

The impact of adopting the new standard as of January 1, 2018 on revenues was not material. The primary impact of adopting the new standard relates to the deferral of incremental commission costs of obtaining subscription contracts. The Company recorded an addition to opening retained earnings of $0.7 million as of January 1, 2018 due to the impact of adopting the new standard, with the impact related to the deferral of incremental commission costs. Under Topic 605, the Company deferred only direct and incremental commission costs to obtain a contract and amortized those costs on a straight-line basis over the term of the related subscription contract, which was generally one year. Under the new standard, the Company defers all incremental commission costs to obtain the contract. The prepaid commission balance as of March 31, 2018 is $5.5 million. The Company amortizes these costs over the related period of benefit using the customer expected life that the Company determined to be three to five years which is consistent with the transfer to the customer of the services to which the asset relates.

2. Revenue Recognition

The majority of the Company’s revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. Revenues are recognized when control of these services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

Hosted Services- Business Revenue

Hosted Services Business revenues is reported at the amount that reflects the ultimate consideration expected to be received and primarily consist of fees that provide customers access to LiveEngage, the Company’s enterprise-class, cloud-based platform. The Company has determined such access represents a stand-ready service provided continually throughout the contract term. As such, control and satisfaction of this stand-ready performance obligation is deemed to occur over time. The Company recognizes this revenue over time on a ratable basis over the contract term, beginning on the date that access to the LiveEngage platform is made available to the customer. The passage of time is deemed to be the most faithful depiction of the transfer of control of the services as the customer simultaneously receives and consumes the benefit provided by the Company’s performance. Subscription contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements. Additionally, for certain of the Company's larger customers, the Company may provide call center labor through an arrangement with one or more of several qualified vendors. For

most of these customers, the Company passes the fee it incurs with the labor provider and its fee for the hosted services through to its customers in the form of a fixed fee for each order placed via the Company's online engagement solutions. For these Pay for Performance ("PFP") arrangements in accordance with ASC-606, "Principal Agent Considerations", the Company acts as a principal in a transaction if it controls the specified goods or services before they are transferred to the customer.

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Professional Services Revenues

Professional services revenues primarily consist of fees for deployment and optimization services, as well as training delivered on an on-demand basis which is deemed to represent a distinct stand-ready performance obligation. Professional Services Revenues are reported at the amount that reflects the ultimate consideration the Company expects to receive in exchange for such services. Control for the majority of the Company's Professional Services contracts passes over time to the customer and is recognized ratably over the contracted period, as the passage of time is deemed to be the most faithful depiction of the transfer of control. For certain deployment services, which are not deemed to represent a distinct performance obligation, revenue will be recognized in the same manner as the fee for access to the LiveEngage platform, and as such will be recognized on a straight-line basis over the contract term. For services billed on a fixed price basis, revenue is recognized over time based on the proportion performed using inputs as the measure of progress toward complete satisfaction of the performance obligation. Professional service contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements.

Contracts with Multiple Performance Obligations

Some of the Company's contracts with customers contain multiple performance obligations. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. The Company determines the standalone selling prices based on its overall pricing objectives, taking into consideration market conditions and other factors, including the value of its contracts, the cloud applications sold, and the number and types of users within its contracts.

Hosted Services- Consumer Revenue

For revenue from the Company's Consumer segment generated from online transactions between Experts and Users, revenue is recognized at an amount net of Expert fees in accordance with ASC 606, “Principal Agent Considerations,” due primarily to the fact that the Expert is the primary obligor. Additionally, the Company performs as an agent without any risk of loss for collection, and is not involved in selecting the Expert or establishing the Expert’s fee. The Company collects a fee from the consumer and retains a portion of the fee, and then remit the balance to the Expert. Revenue from these transactions is recognized at the point in time when the transaction is complete and no significant performance obligations remain.
Total revenue of $58.2 million recognized during the three months ended March 31, 2018, under Topic 606, was not materially different from what it would have been recognized under Topic 605.
Deferred Revenues

The Company records deferred revenues when cash payments are received or due in advance of our performance. The increase in the deferred revenue balance for the three months ended March 31, 2018 is primarily driven by cash payments received or due in advance of satisfying its performance obligations, partially offset by $16.2 million of revenues recognized that were included in the deferred revenue balance as of December 31, 2017.
The following table presents our revenues disaggregated by revenue source (amounts in thousands):

	Three Months Ended March 31,	
	2018	2017 [(1)]
Revenue:		
Hosted services – Business	$47,427	$41,493
Hosted services – Consumer	4,680	4,170
Professional services	6,134	5,256

Total revenue	$58,241	$50,919

[1] As noted above, prior period amounts have not been adjusted under the modified retrospective method.

The following table presents the Company's revenues attributable to domestic and foreign operations for the periods presented (amounts in thousands):

	Three Months Ended March 31,	
	2018	2017
United States	$34,071	$31,684
Other Americas [1]	1,259	1,972
Total Americas	35,330	33,656
EMEA [2] [4]	16,919	13,513
APAC [3]	5,992	3,750
Total revenue	$58,241	$50,919

[1] Canada, Latin America and South America
[2] Europe, the Middle East and Africa ("EMEA")
[3] Asia-Pacific ("APAC")
[4] Includes revenues from the United Kingdom of $11.7 million and $9.0 million for the three months ended March 31, 2018 and 2017, respectively.

Information about Contract Balances

Amounts collected in advance of services being provided are accounted for as deferred revenue. Nearly all of the Company's deferred revenue balance is related to Hosted Services- Business Revenue.
In some arrangements, the Company allows customers to pay for access to LiveEngage over the term of the software license. The Company refers to these as subscription transactions. Amounts recognized as revenue in excess of amounts billed are recorded as unbilled receivables. Unbilled receivables, anticipated to be invoiced in the next twelve months, are included in accounts receivable on the consolidated balance sheet. The opening and closing balances of the Company's accounts receivable, unbilled receivables, and deferred revenues are as follows:

	Accounts Receivable	Unbilled Receivable	Deferred Revenue (current)	Deferred Revenue (long term)
Opening Balance as of December 31, 2017	30,342	7,584	35,563	—
Increase (decrease), net	8,027	(56)	16,811	3,110
Ending Balance as of March 31, 2018	38,369	7,528	52,374	3,110

As of March 31, 2018, the Company expects to recognize the long term performance obligations in 2019.

	Deferred Revenue	
	As of March 31, 2018	As of December 31, 2017
Hosted services – Business	43,326	27,011
Hosted services – Consumer	—	—
Professional services	12,158	8,552
Total deferred revenue	55,484	35,563

3. Net Loss Per Share

The Company calculates earnings per share ("EPS") in accordance with the provisions of ASC 260-10 and the guidance of SEC Staff Accounting Bulletin ("SAB") No. 98. Under ASC 260-10, basic EPS excludes dilution for common stock equivalents and is computed by dividing net income or loss attributable to common shareholders by the weighted average number of common shares outstanding for the period. All options, warrants or other potentially dilutive instruments issued for nominal consideration are required to be included in the calculation of basic and diluted net income attributable to common stockholders. Diluted EPS is calculated using the treasury stock method and reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock and resulted in the issuance of common stock.

Diluted net loss per common share for the three months ended March 31, 2018 does not include the effect of 10,074,809 outstanding common stock awards, as the effect of their inclusion is anti-dilutive. Diluted net loss per common share for the three months ended March 31, 2017 does not include the effect of 8,566,220 outstanding common stock awards, as the effect of their inclusion is anti-dilutive.

A reconciliation of shares used in calculating basic and diluted net loss per share follows:

	Three Months Ended March 31,	
	2018	2017
Basic	57,309,707	55,975,093
Effect of assumed exercised options	—	—
Diluted	57,309,707	55,975,093

4. Segment Information

The Company accounts for its segment information in accordance with the provisions of ASC 280-10, “Segment Reporting.” ASC 280-10 establishes annual and interim reporting standards for operating segments of a company. ASC 280-10 requires disclosures of selected segment-related financial information about products, major customers, and geographic areas based on the Company’s internal accounting methods. The Company is organized into two operating segments for purposes of making operating decisions and assessing performance. The Business segment facilitates real-time online interactions – chat, voice and content delivery across multiple channels and screens for global corporations of all sizes. The Consumer segment facilitates online transactions between Experts and Users and sells its services to consumers. Both segments currently generate their revenue primarily in the United States. The chief operating decision maker, who is the chief executive officer, evaluates performance, makes operating decisions, and allocates resources based on the operating income of each segment. The reporting segments follow the same accounting polices used in the preparation of the Company’s condensed consolidated financial statements which are described in the summary of significant accounting policies. The Company allocates cost of revenue, sales and marketing and amortization of purchased intangibles to the segments, but it does not allocate product development expenses, general and administrative expenses, restructuring costs and income tax expense because management does not use this information to measure performance of the operating segments. There are currently no inter-segment sales.

Summarized financial information by segment for the three months ended March 31, 2018, based on the Company’s internal financial reporting system utilized by the Company’s chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
Revenue:				
Hosted services – Business	$47,427	$ —	$—	$ 47,427
Hosted services – Consumer	—	4,680	—	4,680
Professional services	6,134	—	—	6,134
Total revenue	53,561	4,680	—	58,241
Cost of revenue	12,918	1,036	—	13,954
Sales and marketing	21,723	2,408	—	24,131
Amortization of purchased intangibles	424	—	—	424
Unallocated corporate expenses	—	—	23,553	23,553
Operating income (loss)	$18,496	$ 1,236	$(23,553)	$ (3,821)

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Summarized financial information by segment for the three months ended March 31, 2017, based on the Company's internal financial reporting system utilized by the Company's chief operating decision maker, follows (amounts in thousands):

	Business	Consumer	Corporate	Consolidated
Revenue:				
Hosted services – Business	$41,493	$ —	$—	$ 41,493
Hosted services – Consumer	—	4,170	—	4,170
Professional services	5,256	—	—	5,256
Total revenue	46,749	4,170	—	50,919
Cost of revenue	12,906	875	—	13,781
Sales and marketing	19,543	2,157	—	21,700
Amortization of purchased intangibles	472	—	—	472
Unallocated corporate expenses	—	—	19,890	19,890
Operating income (loss)	$13,828	$ 1,138	$(19,890)	$ (4,924)

Geographic Information

The Company is domiciled in the United States and has international operations in the Israel, United Kingdom, Asia-Pacific, Latin America and Western Europe, particularly France and Germany. The following table presents the Company's long-lived assets by geographic region for the periods presented (amounts in thousands):

	March 31, 2018	December 31, 2017
United States	$98,279	$95,716
Israel	13,263	13,079
Australia	9,276	9,504
Netherlands	8,252	8,363
Other [1]	3,203	3,293
Total long-lived assets	$132,273	$129,955

[1] United Kingdom, Germany, Japan, France and Italy

No individual customer accounted for 10% or more of consolidated revenue for any of the periods presented. No individual customer accounted for 10% or more of accounts receivable as of March 31, 2018 and December 31, 2017.

5. Goodwill and Intangible Assets

Goodwill

The changes in the carrying amount of goodwill for the three months ended March 31, 2018 are as follows (amounts in thousands):

	Business	Consumer	Consolidated
Balance as of December 31, 2017	$72,507	$ 8,024	$ 80,531
Adjustments to goodwill:			
Foreign exchange adjustment	64	—	64
Balance as of March 31, 2018	$72,571	$ 8,024	$ 80,595

Intangible Assets

Intangible assets are summarized as follows (amounts in thousands):

	As of March 31, 2018			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period
Amortizing intangible assets:				
Technology	$29,090	$ (22,554)	$ 6,536	5.3 years
Customer relationships	15,984	(10,788)	5,196	8.0 years
Trade names	1,290	(1,288)	2	2.1 years
Non-compete agreements	1,440	(1,440)	—	2.3 years
Patents	1,702	(526)	1,176	13.2 years
Other	262	(235)	27	2.7 years
Total	$49,768	$ (36,831)	$ 12,937	

	As of December 31, 2017			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Amortization Period
Amortizing intangible assets:				
Technology	$27,882	$ (22,197)	$ 5,685	5.3 years
Customer relationships	15,978	(10,457)	5,521	8.0 years
Trade names	1,289	(1,283)	6	2.1 years
Non-compete agreements	1,439	(1,439)	—	2.3 years
Patents	1,620	(493)	1,127	13.1 years
Other	262	(235)	27	2.7 years
Total	$48,470	$ (36,104)	$ 12,366	

Amortization expense is calculated over the estimated useful life of the asset. Aggregate amortization expense for intangible assets was $0.7 million and $1.4 million for the three months ended March 31, 2018 and 2017, respectively. For the three months ended March 31, 2018 and 2017, respectively, a portion of this amortization is included in cost of revenue. Estimated amortization expense for the next five years is as follows (amounts in thousands):

	Estimated Amortization Expense
2018	$ 2,134
2019	2,639
2020	2,450
2021	2,234
2022	1,889
Thereafter	1,591
Total	$ 12,937

BotCentral

In January 2018, the Company acquired the employees and technology assets of BotCentral, a Silicon Valley based startup, for an approximate purchase price of $1.0 million in common stock of the Company. The Company incurred an additional $0.2 million related to acquisition costs. This transaction was accounted for as an asset purchase. The aggregate amount of approximately $1.2 million is included in "Intangibles, net" on the Company's March 31, 2018 condensed consolidated balance sheets. While an active participant in the LiveEngage for Bots partner program, the BotCentral team created a number of bot solutions for major brands in banking, insurance, and travel, running on LivePerson's conversational platform. With the team's expertise and knowledge of the LiveEngage platform, the team will bring valuable insight for LivePerson's customers and partners, and enable the company to more rapidly optimize its bot deployment capabilities, and grow the ecosystem.

6. Property and Equipment

The following table presents the detail of property and equipment for the periods presented (amounts in thousands):

	March 31, 2018	December 31, 2017
Computer equipment and software	$ 105,478	$ 100,392
Furniture, equipment and building improvements	13,711	13,546
	119,189	113,938
Less: accumulated depreciation	(82,861)	(79,233)
Total	$ 36,328	$ 34,705

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7. Accrued Expenses and Other Current Liabilities

The following table presents the detail of accrued expenses and other current liabilities for the periods presented (amounts in thousands):

	March 31, 2018	December 31, 2017
Payroll and other employee related costs	$ 12,556	$ 16,431
Professional services and consulting and other vendor fees	14,287	15,674
Unrecognized tax benefits	2,348	4,924
Sales commissions	3,048	5,259
Restructuring (see Note 11)	1,485	2,338
Other	4,487	3,385
Total	$ 38,211	$ 48,011

8. Fair Value Measurements

The Company measures its cash equivalents at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Inputs reflect: quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs reflecting the Company’s assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

Financial Assets and Liabilities

The carrying amount of cash, accounts receivable, and accounts payable approximate their fair value due to their short-term nature. The Company’s assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of March 31, 2018 and December 31, 2017, are summarized as follows (amounts in thousands). The Company’s restricted cash balance of $0.2 million at March 31, 2018 and $1.5 million at December 31, 2017 is not held in a money market account and is not included in the following table.

	March 31, 2018				December 31, 2017			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Cash equivalents:								
Money market funds	$2,811	$ —	$ —	$2,811	$2,806	$ —	$ —	$2,806
Foreign currency derivative contracts	—	—	—	—	—	65	—	65
Total assets	$2,811	$ —	$ —	$2,811	$2,806	$ 65	$ —	$2,871
Liabilities:								
Foreign currency derivative contracts	—	—	—	—	—	2	—	2
Total liabilities	$—	$ —	$ —	$—	$—	$ 2	$ —	$2

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its

assessment of

fair value. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s assumptions based on the best information available.
The Company's money market funds are measured at fair value on a recurring basis based on quoted market prices in active markets and are classified as level 1 within the fair value hierarchy. The Company's contingent earn-out liability and foreign currency derivative contracts are measured at fair value on a recurring basis and are classified as level 3 and level 2, respectively, within the fair value hierarchy. On a nonrecurring basis, the Company uses fair value measures when analyzing asset impairment. Long-lived tangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If it is determined such indicators are present and the review indicates that the assets will not be fully recoverable, based on undiscounted estimated cash flows over the remaining amortization periods, their carrying values are reduced to estimated fair value. The Company uses an income approach and inputs that constitute level 3. During the third quarter of each year, the Company evaluates goodwill for impairment at the reporting unit level. The Company uses qualitative factors in accordance with ASU No. 2011-08 to determine whether it is “more likely than not” that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This measurement is classified based on level 3 input.
Derivative Financial Instruments
The Company is exposed to foreign exchange risks that in part are managed by using derivative financial instruments. The Company entered into foreign currency forward contracts related to risks associated with foreign operations. The Company does not use derivatives for trading purposes. Derivatives are recorded at their estimated fair values based upon Level 2 inputs. Derivatives designated and effective as cash flow hedges are reported as a component of other comprehensive income and reclassified to earnings in the same periods in which the hedged transactions impact earnings. Gains and losses related to derivatives not meeting the requirements of hedge accounting and the portion of derivatives related to hedge ineffectiveness are recognized in current earnings.
In accordance with the foreign currency forward contracts, the Company was required to pledge cash as collateral security to be maintained at the bank. The collateral shall remain in control of the lender, and these funds can be used to satisfy the outstanding obligation. Accordingly, the Company had cash at the bank of approximately $0.2 million at March 31, 2018 and $1.5 million at December 31, 2017, which is recorded as cash held as collateral in current assets.
The following summarizes certain information regarding the Company’s outstanding foreign currency derivative contracts related primarily to intercompany receivables and payables for the periods presented (in thousands):

	As of March 31, 2018	As of December 31, 2017
Notional amount of foreign currency derivative contracts	$ —	$ 2,866
Fair value of foreign currency derivatives contracts	$ —	$ 63

The fair value of the Company’s derivative instruments is summarized below (in thousands):

	Balance Sheet Location	Fair Value of Derivative Instruments As of March 31, 2018	As of December 31, 2017
Derivative Assets			
Derivatives not designated as hedging instruments:			
Foreign currency derivatives contracts	Prepaid expenses and other current assets	$ —	$ 65
Derivative Liabilities			
Derivatives not designated as hedging instruments:			

Foreign currency derivatives contracts	Accrued expenses and other liabilities	$ —	$ 2

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The following summarizes certain information regarding the Company’s derivatives that are not designated or are not effective as hedges (in thousands):

	Gain (losses) on Derivative Instruments Recognized in Statements of Operations		
		Three Months Ended March 31,	
	Location	2018	2017
Foreign currency derivatives contracts	Other (income) expense	$(50)	$175

9. Commitments and Contingencies

Contractual Obligations

The Company leases facilities and certain equipment under agreements accounted for as operating leases. These leases generally require the Company to pay all executory costs such as maintenance and insurance. Rental expense for operating leases for the three months ended March 31, 2018 and 2017 was approximately $2.3 million.

Employee Benefit Plans

The Company has a 401(k) defined contribution plan covering all eligible employees. The Company provides for employer matching contributions equal to 50% of employee contributions, up to the lesser of 5% of eligible compensation or $6,000. Matching contributions are deposited into the employee’s 401(k) account and are subject to 5 year graded vesting. Salaries and related expenses include $0.5 million of employer matching contributions for the three months ended March 31, 2018. Salaries and related expenses include $0.4 million of employer matching contributions for the three months ended March 31, 2017.

Letters of Credit

As of March 31, 2018, the Company has a $1.9 million letter of credit outstanding substantially in favor of a certain landlord for office space. In addition, the Company has a letter of credit totaling $0.1 million as a security deposit for the due performance by the Company of the terms and conditions of a supply contract. There were no draws against these letters of credit during the three months ended March 31, 2018.

10. Stockholders’ Equity

Common Stock

As of March 31, 2018, there were 100,000,000 shares of common stock authorized, and 60,537,707 shares issued and outstanding. As of December 31, 2017, there were 100,000,000 shares of common stock authorized, and 59,663,969 shares issued and outstanding. The par value for common shares is $0.001.

Preferred Stock

As of March 31, 2018 and December 31, 2017, there were 5,000,000 shares of preferred stock authorized, and zero shares issued and outstanding. The par value for preferred shares is $0.001.

Stock Repurchase Program

On December 10, 2012, the Company’s Board of Directors approved a stock repurchase program through June 30, 2014. Under the stock repurchase program, the Company is authorized to repurchase shares of its common stock, in the open market or privately negotiated transactions, at times and prices considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations. On March 13, 2014, the Company’s Board of Directors increased the aggregate purchase price of the stock repurchase program from $30.0 million to $40.0 million. On July 23, 2014, the Company’s Board of Directors increased the aggregate purchase price of the stock repurchase program from $40.0 million to $50.0 million. On February 16, 2016, the Company's Board of Directors increased the aggregate purchase price of the total stock repurchase program by an additional $14.0 million. On November 21, 2016, the Company's Board of Directors increased the aggregate purchase price of the stock repurchase program from $64.0 million to $74.0 million and extended the expiration date of the program out to December 31, 2017. On May 7, 2018, the Company's Board of Directors ratified the extension to December 31, 2018

of the repurchase program, effective as of January 1, 2018. There were 93,750 shares repurchased under this program during the three months ended March 31, 2018, which were recorded in treasury stock at par on the condensed consolidated balance sheets as of March 31, 2018. As of March 31, 2018, approximately $17.1 million remained available for purchase under the program.

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Stock-Based Compensation

The Company follows FASB ASC 718-10, "Stock Compensation," which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.

The per share weighted average fair value of stock options granted during the three months ended March 31, 2018 and 2017 was $5.74 and $2.92, respectively. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Three Months Ended March 31,	
	2018	2017
Dividend yield	0.0%	0.0%
Risk-free interest rate	2.5% - 2.7%	1.9%
Expected life (in years)	5	5
Historical volatility	47.9% - 48.2%	47.0%

A description of the methods used in the significant assumptions used to estimate the fair value of stock-based compensation awards follows:

Dividend yield – The Company uses 0% as it has never issued dividends and does not anticipate issuing dividends in the near term.

Risk-free interest rate – The Company uses the market yield on U.S. Treasury securities at five years with constant maturity, representing the current expected life of stock options in years.

Expected life – The Company uses historical data to estimate the expected life of a stock option.

Historical volatility – The Company uses a trailing five year from grant date to determine volatility.

Stock Option Plans

During 1998, the Company established the Stock Option and Restricted Stock Purchase Plan (the "1998 Plan"). Under the 1998 Plan, the Board of Directors could issue incentive stock options or nonqualified stock options or other equity-based awards in respect of up to 5,850,000 shares of common stock. The 2000 Stock Incentive Plan (the "2000 Plan") succeeded the 1998 Plan. Under the 2000 Plan, the options which had been outstanding under the 1998 Plan were incorporated in the 2000 Plan increasing the number of shares available for issuance under the plan by approximately 4,150,000, thereby reserving for issuance 10,000,000 shares of common stock in the aggregate.

The Company established the 2009 Stock Incentive Plan (as amended and restated, the "2009 Plan") as a successor to the 2000 Plan. Under the 2009 Plan, the options which had been outstanding under the 2000 Plan were incorporated into the 2009 Plan and the Company increased the number of shares available for issuance under the plan by 6,000,000. The Company amended the 2009 Plan (the "Amended 2009 Plan") effective June 7, 2012. The Amended 2009 Plan increased the number of shares authorized for issuance under the plan by an additional 4,250,000.

On June 2, 2017, the Company's Board of Directors amended and restated the Amended 2009 Plan effective April 30, 2017. The amended and restated plan increased the number of shares authorized for issuance under the plan by an additional 4,000,000, thereby reserving for issuance 27,817,744 shares of common stock in the aggregate. Options to acquire common stock granted thereunder have 10-year terms. As of March 31, 2018, approximately 3.9 million shares of common stock were reserved for issuance under the Amended 2009 Plan (taking into account all option exercises and other equity award settlements through March 31, 2018).

Employee Stock Purchase Plan

In June 2010, the Company's stockholders approved the 2010 Employee Stock Purchase Plan with 1,000,000 shares of common stock initially reserved for issuance. Subject to stockholder approval, which was obtained on June 2, 2017, the Company's Board of Directors amended and restated the 2010 Employee Stock Purchase Plan effective April 30, 2017. The amended and restated plan increased the number of shares authorized for issuance under the plan by an additional 1,000,000, thereby reserving for issuance 2,000,000 shares of common stock in the aggregate. As of

March 31, 2018, approximately 1.0 million shares of common stock were reserved for issuance under the Employee Stock Purchase Plan (taking into account all share purchases through March 31, 2018).

Inducement Plan

During January 2018, the Company established the Inducement Plan (the “2018 Plan”). Under the 2018 Plan, the Board of Directors can issue incentive stock options or nonqualified stock options or other equity-based awards in respect of up to 1,500,000 shares of common stock. On April 25, 2018, the Company's Board of Directors amended and restated the 2018 Plan (the "Amended 2018 Plan"). The Amended 2018 Plan increased the number of shares authorized for issuance under the plan by an additional 500,000 shares, thereby reserving for issuance 2,000,000 shares of common stock in the aggregate. As of March 31, 2018, approximately 0.3 million shares of common stock were reserved for issuance under the Amended 2018 Plan (taking into account all option exercises and other equity award settlements through March 31, 2018).

Stock Option Activity

A summary of the Company’s stock option activity and weighted average exercise prices follows:

	Stock Option Activity			
	Options (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Balance outstanding at December 31, 2017	7,959	$ 10.71		
Granted	1,378	12.82		
Exercised	(735)	8.95		
Cancelled or expired	(174)	9.22		
Balance outstanding at March 31, 2018	8,428	$ 11.24	6.46	$ 43,795
Options vested and expected to vest	7,355	$ 11.22	6.04	$ 38,459
Options exercisable at March 31, 2018	4,661	$ 11.43	4.33	$ 23,614

The total fair value of stock options exercised during the three months ended March 31, 2018 was approximately $3.3 million. As of March 31, 2018, there was approximately $15.6 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. That cost is expected to be recognized over a weighted average period of approximately 3.0 years.

The following table summarizes information about outstanding and vested stock options as of March 31, 2018:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Shares Outstanding (in thousands)	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number of Shares (in thousands)	Weighted-Average Exercise Price
$1.79 - $7.33	854	4.71	$ 6.17	616	$ 5.85
$7.45 - $7.60	872	8.32	7.59	115	7.55
$7.95 - $9.55	1,058	6.16	9.20	740	9.18
$9.90 - $10.13	1,013	5.43	10.09	802	10.09
$10.31 - $11.95	855	7.33	11.22	323	11.03
$11.96 - $12.32	111	3.31	12.16	111	12.16
$12.45 - $12.45	930	9.88	12.45	—	—
$12.46 - $13.37	984	4.12	13.19	976	13.19
$13.59- $15.55	914	8.89	14.28	170	13.59
$15.66 - $18.24	837	3.80	17.09	807	17.13

8,427	6.46	$ 11.24	4,661	$ 11.43

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Restricted Stock Unit Activity

A summary of the Company's restricted stock units ("RSUs") activity and weighted average exercise prices follows:

	Restricted Stock Unit Activity		
	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value (Per Share)	Aggregate Fair Value (in thousands)
Balance outstanding at December 31, 2017	1,123	$ 9.03	$ —
Awarded	724	13.12	—
Released	(124)	9.73	—
Forfeited	(76)	7.77	—
Non-vested and outstanding at March 31, 2018	1,647	$ 10.83	$ 23,935
Expected to vest	1,298	$ 10.86	$ 21,219

RSUs granted to employees generally vest over a four-year period or upon achievement of certain performance conditions. In accordance with ASU 2017-09, as of March 31, 2018, total unrecognized compensation cost, adjusted for estimated forfeitures, related to nonvested RSUs was approximately $17.1 million and the weighted-average remaining vesting period was 2.6 years.

11. Restructuring

The Company's restructuring costs related to wind-down and severance costs associated with re-prioritizing and reallocating resources to focus on areas showing high growth potential. The expense associated with this restructuring was approximately $0.2 million during the three months ended March 31, 2018 and 2017. The restructuring liability was approximately $1.5 million as of March 31, 2018 and $2.3 million as of December 31, 2017. It is classified as accrued expenses and other current liabilities on the condensed consolidated balance sheets.

The following table presents the detail of the liability for the Company's restructuring charges for the periods presented (amounts in thousands):

	March 31, 2018	December 31, 2017
Balance, Beginning of the year	$2,338	$ 2,551
Severance and other associated costs	178	648
Cash payments	(1,031)	(2,807)
Wind down cost legacy platform	—	1,946
Balance, End of period	$1,485	$ 2,338

The following table presents the detail of expenses for the Company's restructuring charges for the three months ended March 31, 2018 (amounts in thousands):

	March 31, 2018	March 31, 2017
Severance and other associated costs	$ 178	$ 110
Wind down cost legacy platform	—	130
Total restructuring costs	$ 178	$ 240

12. Legal Matters

The Company previously filed an intellectual property suit against [24]7 Customer, Inc. in the Southern District of New York on March 6, 2014 seeking damages on the grounds that [24]7 reverse engineered and misappropriated the Company's technology to develop competing products and misused the Company's business information. On June 22, 2015, [24]7 Customer, Inc. filed suit against the Company in the Northern District of California alleging patent infringement. On December 7, 2015, [24]7 Customer Inc. filed a second patent infringement suit against the Company, also in the Northern District of California. On March 16, 2017, the New York case was voluntarily transferred and consolidated with the two California cases in the Northern

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District of California for all pre-trial purposes. Recent court rulings in the Company's favor have invalidated multiple [24]7 patents that were asserted in the patent cases. Trial for the Company's intellectual property and other claims asserted against [24]7 in the original litigation is currently set for November 26, 2018. The Company believes the claims filed by [24]7 are without merit and intends to defend them vigorously.

The Company routinely assesses all of its litigation and threatened litigation as to the probability of ultimately incurring a liability, and records its best estimate of the ultimate loss in situations where the Company assesses the likelihood of loss as probable.

From time to time, the Company is involved in or subject to legal, administrative and regulatory proceedings, claims, demands and investigations arising in the ordinary course of business, including direct claims brought by or against the Company with respect to intellectual property, contracts, employment and other matters, as well as claims brought against the Company's customers for whom the Company has a contractual indemnification obligation. The Company accrues for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. In addition, in the event the Company determines that a loss is not probable, but is reasonably possible, and it becomes possible to develop what the Company believes to be a reasonable range of possible loss, then the Company will include disclosure related to such matter as appropriate and in compliance with ASC 450. The accruals or estimates, if any, resulting from the foregoing analysis, are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, the Company will, as applicable, adjust the accrual in the period the determination is made, disclose an estimate of the additional loss or range of loss, indicate that the estimate is immaterial with respect to its financial statements as a whole or, if the amount of such adjustment cannot be reasonably estimated, disclose that an estimate cannot be made.

From time to time, third parties assert claims against the Company regarding intellectual property rights, privacy issues and other matters arising in the ordinary course of business. Although the Company cannot be certain of the outcome of any litigation or the disposition of any claims, nor the amount of damages and exposure, if any, that the Company could incur, the Company currently believes that the final disposition of all existing matters will not have a material adverse effect on our business, results of operations, financial condition or cash flows. In addition, in the ordinary course of business, the Company is also subject to periodic threats of lawsuits, investigations and claims. Regardless of the outcome, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources and other factors.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Our discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which are prepared in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments and assumptions that management believes are reasonable based upon the information available. We base these estimates on our historical experience, future expectations and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments that may not be readily apparent from other sources. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. These estimates and assumptions relate to estimates of the carrying amount of goodwill, intangibles, depreciation, stock based-compensation, valuation allowances for deferred income taxes, accounts receivable, the expected term of a customer relationship, accruals and other factors. We evaluate these estimates on an ongoing basis. Actual results could differ from those estimates under different assumptions or conditions, and any differences could be material.

Overview

LivePerson was incorporated in the State of Delaware in November 1995 and the LivePerson service was introduced in November 1998. LivePerson makes life easier by transforming how people communicate with brands. LiveEngage, the Company's enterprise-class, cloud-based platform, enables businesses and consumers to connect through conversational interfaces, such as in-app and mobile messaging, while leveraging bots and Artificial Intelligence (AI) to increase efficiency. As consumers have reoriented their digital lives around the smartphone, messaging apps have become their preferred communication channel to connect with each other. LivePerson allows brands to align with this new consumer preference, and deploy messaging at scale for customer care, marketing and sales, instead of requiring that consumers use email or call a 1-800 number. More than 18,000 businesses, including Adobe, Citibank, EE, HSBC, IBM, L'Oreal, Orange, PNC, and The Home Depot employ our technology to keep pace with rising customer service expectations and to align with preferences for digital communication channels.

We are organized into two operating segments: Business and Consumer. The Business segment enables brands to leverage LiveEngage's sophisticated intelligence engine to connect with consumers through an integrated suite of mobile and online business messaging technologies. The Consumer segment facilitates online transactions between independent service providers ("Experts") and individual consumers ("Users") seeking information and knowledge for a fee via mobile and online messaging.

In order to sustain growth in these segments, our strategy is to expand our position as the leading provider of online and mobile messaging solutions that transform how people communicate with brands. To accomplish this, we are focused on the following current initiatives:

The key elements of LivePerson's business solutions strategy include:

Strengthening Our Position in both Existing and New Markets and Growing Our Recurring Revenue Base.

LivePerson plans to continue to develop its market position by increasing its customer base, and expanding within its installed base. We will continue to focus primarily on key target markets: automotive, financial services, retail, technology, telecommunications, and travel/hospitality within both our enterprise and mid-market sectors, as well as the small business (SMB) sector. Healthcare, insurance, real estate and energy utilities are new target industries and natural extensions of our primary target markets. We plan to leverage our new LiveEngage platform to replace a portion of calls traditionally made to 1-800 numbers with text and mobile messaging, and to increase adoption of real-time, campaign-based messaging across our customer's online properties. We intend to collaborate with our large installed customer base to optimize the value and effectiveness that brands derive from our services. We are also focused on strengthening our recurring revenue stream by signing larger, long-term, and more strategic deals.

One of the key ways we are developing our market position is by hosting customer summits for executive level attendees from our targeted enterprise customer base and prospects. These customer summits feature existing customers that have demonstrated strong success with messaging and bots on LiveEngage. We believe that scaled reference customers advocating the adoption of messaging on LiveEngage to targeted peer groups will be a key driver of our growth. In 2017 we increased the pacing and scale of these summits, a pattern that we expect to continue in 2018.

Fuel Increased Usage by Expanding Messaging Channels, Use Cases and Interaction Types. LiveEngage currently supports numerous messaging endpoints including branded mobile apps, mobile and desktop web browsers, IVRs, SMS, Facebook Messenger and LINE. We intend to increase the number of endpoints supported by the LiveEngage platform to include additional third-party social apps and device-based systems. We also intend to broaden the use cases of LiveEngage across our customer base, to support care, sales, marketing and retail footprints. In addition, LivePerson continues to expand the breadth of interaction

types available to customers on the platform. For example, in addition to our broad suite of messaging and real-time chat technologies, customers have access to content delivery, analytics, cobrowse, and PCI compliance, as well as proprietary and third-party bot offerings. LivePerson offers a platform pricing model, which provides businesses access to our entire suite of messaging technologies across their entire agent pool for a pre-negotiated cost per interaction. We believe this model will lead to growth opportunities for LivePerson as customers adopt new messaging channels, use cases and interaction types.

Leverage Partners to Enhance our Offering. In addition to developing our own applications, we continue to cultivate a partner eco-system capable of offering additional applications and services to our customers. For example, in 2015, we integrated LiveEngage with one of the leading consumer messaging platforms. In 2016, we integrated LiveEngage with one of the leading mobile search ad extensions, enabling consumers to initiate SMS messaging conversations with brands directly out of their mobile search results. In 2017, LivePerson launched the LiveEngage for Bots program and we have subsequently integrated LiveEngage with multiple artificial intelligence/bots vendors, including IBM Watson.

Our offering is vendor agnostic, empowering our customers to manage a mix of different bots, human agents and technologies from one control panel, thereby optimizing contact center efficiency. LivePerson's proprietary and third-party AI/bots enable brands to partially or fully automate communications with their customers. In addition, we have opened up access to our platform and our products with application programming interfaces (APIs) that allow third parties to develop on top of our platform. Customers and partners can utilize these APIs to build our capabilities into their own applications and to enhance our applications with their services. In 2017, we allocated additional resources to supporting partners and we expect this investment to increase as our partner network expands.

Maintaining Market Leadership in Technology and Security Expertise. As described above, we are devoting significant resources to creating new products and enabling technologies designed to accelerate innovation. In order to better support our customers and to attract the best talent, LivePerson is globalizing research and development. We now have tech centers in Israel; Mannheim, Germany; New York; Atlanta and Mountain View, California. We evaluate emerging technologies and industry standards and continually update our technology in order to retain our leadership position in each market we serve. We monitor legal and technological developments in the area of information security and confidentiality to ensure our policies and procedures meet or exceed the demands of the world’s largest and most demanding corporations. We believe that these efforts will allow us to effectively anticipate changing customer and consumer requirements in our rapidly evolving industry.

International Presence. LivePerson is focused on expanding its international revenue contribution, which increased to 37% of total revenue in 2017, from 34% in 2016 and 33% in 2015. LivePerson generated positive results from previous investments in direct sales and services personnel in the United Kingdom and Western Europe. We also continued to focus on expanding our presence in the Asia Pacific region, leveraging our relationships with partners.

Continuing to Build Brand Recognition. As a pioneer of brand-to-consumer digital messaging, LivePerson enjoys strong brand recognition and credibility. We continue to develop relationships with the media, industry analysts and relevant business associations to enhance awareness of our leadership within the care, sales, tech and marketing industries. With a vision of becoming the leader in messaging, we’ve hosted several private executive events for our customers and prospects, highlighting our expertise and the breadth of our services. These private executive events have led us to close several high-profile deals and we are continuing them throughout 2018. Our focus on connecting large enterprise businesses and their millions of consumers securely and at scale is a primary differentiator for LivePerson and a key component of our marketing strategy. We strategically target decision makers and influencers within several key vertical markets, leveraging customer successes to generate increased awareness and demand for brand-to-consumer messaging. In addition, our brand name may also be visible to both business users and consumers on a brand’s website, within the dialog messaging window. We also engage in digital marketing campaigns that promote our brand on web searches and third-party sites.

Increasing the Value of Our Service to Our Customers. Leveraging LiveEngage to shift communication between consumers and brands from 1-800 number calls to AI and human-powered messaging is the most important initiative in LivePerson's history. We believe that adoption of LiveEngage will align brands with consumer communication preferences, improve the customer experience and reduce contact center costs. Our platform strategy makes available

the full suite of LivePerson's capabilities through a single solution. In addition, the open architecture of LiveEngage will enable LivePerson to rapidly add new capabilities either directly or through partners. For example, we see opportunities for additional efficiencies in the contact center through the integration of artificial intelligence and bots. Because we directly manage the server infrastructure, we can make new features available to our customers immediately upon release, without customer or end-user installation of software or hardware. Our strategy is to continue to enhance the LiveEngage messaging platform and to leverage the substantial amount of mobile and online consumer data we collect, with the aim of increasing agent efficiency, decreasing customer care costs, improving the customer experience and increasing customer lifetime value.

Evaluating Strategic Alliances and Acquisitions When Appropriate. We have successfully integrated several acquisitions over the past decade. While we have in the past, and may from time to time in the future, engage in discussions regarding acquisitions

or strategic transactions or to acquire other companies that can accelerate our growth or broaden our product offerings, we currently have no binding commitments with respect to any future acquisitions or strategic transactions.

Key Metrics

Financial overview of the three months ended March 31, 2018 compared to the three months ended March 31, 2017:

- Total revenue increased 14% to $58.2 million from $50.9 million.
- Revenue from our Business segment increased 15% to $53.6 million from $46.7 million.
- Gross profit margin increased to 76% from 73%.
- Cost and expenses increased 11% to $62.1 million from $55.8 million.
- Net loss decreased to $3.2 million from net loss of $5.7 million.
- Average annual revenue per enterprise and mid-market customer was greater than $240,000 over the trailing twelve months ended March 31, 2018, as compared to greater than $200,000 for the trailing twelve months ended March 31, 2017.
- The revenue retention rate for full service customers on LiveEngage was greater than 100% over the trailing twelve months ended March 31, 2018, continuing the trend of 100% plus revenue retention that we reported in 2017. Revenue retention rate measures the percentage of revenue retained at quarter end, from full service customers that were on LiveEngage at the same period a year ago.

Adjusted EBITDA and Adjusted Net Income

To provide investors with additional information regarding our financial results, we have disclosed adjusted EBITDA and adjusted net income, which are non-GAAP financial measures. The tables below present a reconciliation of adjusted EBITDA and adjusted net income to net loss, the most directly comparable GAAP financial measures.

We have included adjusted EBITDA and adjusted net income in this Quarterly Report on Form 10-Q because these are key measures used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short and long-term operational plans. In particular, the exclusion of certain expenses in calculating adjusted EBITDA and adjusted net income can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the payment of bonuses to our executive officers. Accordingly, we believe that adjusted EBITDA and adjusted net income provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- adjusted EBITDA does not consider the potentially dilutive impact of equity-based compensation;
- adjusted EBITDA does not consider the potentially dilutive impact of restructuring cost;
- adjusted EBITDA does not consider the potentially dilutive impact of other non-recurring costs;
- adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us; and
- other companies, including companies in our industry, may calculate adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

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Because of these limitations, you should consider adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net income (loss) and our other GAAP results. The following table presents a reconciliation of adjusted EBITDA for each of the periods indicated (amounts in thousands):

	Three Months Ended March 31,	
	2018	2017
Reconciliation of Adjusted EBITDA		
GAAP net loss	$(3,203)	$(5,676)
Amortization of purchased intangibles	711	1,431
Stock-based compensation	2,438	1,913
Depreciation	3,357	2,793
Other non-recurring costs	1,270 (1)	1,824 (2)
Restructuring costs	178 (3)	240 (4)
(Benefit from) provision for income taxes	(489)	1,072
Other income, net	(129)	(320)
Adjusted EBITDA	$4,133	$3,277

(1) Includes litigation costs of $0.9 million and executive recruiting costs of $0.3 million for the three months ended March 31, 2018.
(2) Includes litigation costs of $1.8 million for the three months ended March 31, 2017.
(3) Includes severance costs of $0.2 million for the three months ended March 31, 2018.
(4) Includes severance costs of $0.1 million and wind down costs of legacy platform of $0.1 million for the three months ended March 31, 2017.

Our use of adjusted net income has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- although amortization is a non-cash charge, the assets being amortized may have to be replaced in the future, and adjusted net income does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted net income does not consider the potentially dilutive impact of equity-based compensation;
- adjusted net income does not consider the potentially dilutive impact of restructuring cost;
- adjusted net income does not consider the potentially dilutive impact of other non-recurring costs;
- adjusted net income does not consider the potentially dilutive impact of deferred tax asset valuation allowance; and
- other companies, including companies in our industry, may calculate adjusted net income differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider adjusted net income alongside other financial performance measures, including various cash flow metrics, net loss and our other GAAP results. The following table presents a reconciliation of adjusted net (loss) income for each of the periods indicated (amounts in thousands):

	Three Months Ended March 31,	
	2018	2017
Reconciliation of Adjusted Net Income		
Pre-tax GAAP loss	$(3,692)	$(4,604)
Amortization of purchased intangibles	711	1,431
Stock-based compensation	2,438	1,913
Other non-recurring costs	1,270 (1)	1,824 (2)
Restructuring costs	178 (3)	240 (4)
Pre-tax adjusted net income	905	804
Income tax effect of non-GAAP items (5)	(226)	(281)
Adjusted net income	$679	$523

(1) Includes litigation costs of $0.9 million and executive recruiting costs of $0.3 million for the three months ended March 31, 2018.
(2) Includes litigation costs of $1.8 million for the three months ended March 31, 2017.
(3) Includes severance costs of $0.2 million for the three months ended March 31, 2018.
(4) Includes wind down costs of legacy platform of $1.9 million and severance costs of $0.4 million for the nine months ended September 30, 2017.
(5) The Company's applies a standardized tax rate of 25% and 35% for the three months ended March 31, 2018 and 2017, respectively.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. As such, we are required to make certain estimates, judgments and assumptions that management believes are reasonable based upon the information available. We base these estimates on our historical experience, future expectations and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments that may not be readily apparent from other sources. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods.

We believe that the assumptions and estimates associated with revenue recognition, depreciation, stock-based compensation, accounts receivable, the valuation of goodwill and intangible assets, income taxes and legal contingencies have the greatest potential impact on our consolidated financial statements. We evaluate these estimates on an ongoing basis. Actual results could differ from those estimates under different assumptions or conditions, and any differences could be material. The significant accounting policies which we believe are the most critical to aid in fully understanding and evaluating the reported consolidated financial results include the following:

Revenue Recognition

The majority of the Company’s revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. Revenues are recognized when control of these services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those services.

The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

Hosted Services- Business Revenue

Hosted Services Business revenues is reported at the amount that reflects the ultimate consideration expected to be received and primarily consist of fees that provide customers access to LiveEngage, our enterprise-class, cloud-based platform. We have determined such access represents a stand-ready service provided continually throughout the contract term. As such, control and satisfaction of this stand-ready performance obligation is deemed to occur over time. We recognize this revenue over time on a ratable basis over the contract term, beginning on the date that access to the LiveEngage platform is made available to the customer. The passage of time is deemed to be the most faithful depiction of the transfer of control of the services as the customer simultaneously receives and consumes the benefit provided by the our performance. Subscription contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements. Additionally, for certain of the our larger customers, we may provide call center labor through an arrangement with one or more of several qualified vendors. For most of these customers, we pass the fee we incur with the labor provider and the fee for the hosted services through to our customers in the form of a fixed fee for each order placed via our online engagement solutions. For these Pay for Performance ("PFP") arrangements in accordance with ASC-606, "Principal Agent Considerations", we act as a principal in a transaction if it controls the specified goods or services before they are transferred to the customer.

Professional Services Revenues

Professional services revenues primarily consist of fees for deployment and optimization services, as well as training delivered on an on-demand basis which is deemed to represent a distinct stand-ready performance obligation. Professional Services Revenues are reported at the amount that reflects the ultimate consideration we expect to receive in exchange for such services. Control for the majority of our Professional Services contracts passes over time to the customer and is recognized ratably over the contracted period, as the passage of time is deemed to be the most faithful depiction of the transfer of control. For certain deployment services, which are not deemed to represent a distinct performance obligation, revenue will be recognized in the same manner as the fee for access to the LiveEngage platform and as such will be recognized on a straight-line basis over the contract term. For services billed on a fixed price basis, revenue is recognized over time based on the proportion performed using inputs as the measure of progress toward complete satisfaction of the performance obligation. Professional service contracts are generally one year or longer in length, billed, monthly, quarterly or annually in advance. There is no significant variable consideration related to these arrangements.

Contracts with Multiple Performance Obligations

Some of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. We determine the standalone selling prices based on our overall pricing objectives, taking into consideration market conditions and other factors, including the value of our contracts, the cloud applications sold, and the number and types of users within our contracts.

Hosted Services- Consumer Revenue

For revenue from our Consumer segment generated from online transactions between Experts and Users, revenue is recognized at an amount net of Expert fees in accordance with ASC 606, “Principal Agent Considerations,” due primarily to the fact that the Expert is the primary obligor. Additionally, we perform as an agent without any risk of loss for collection, and are not involved in selecting the Expert or establishing the Expert’s fee. We collect a fee from the consumer and retains a portion of the fee, and then remit the balance to the Expert. Revenue from these transactions is recognized at the point in time when the transaction is complete and no significant performance

obligations remain.

Total revenue of $58.2 million recognized during the three months ended March 31, 2018, under Topic 606, was not materially different from what it would have been recognized under Topic 605.

Deferred Revenues

We record deferred revenues when cash payments are received or due in advance of our performance. The increase in the deferred revenue balance for the three months ended March 31, 2018 is primarily driven by cash payments received or due in advance of satisfying our performance obligations, partially offset by $16.2 million of revenues recognized that were included in the deferred revenue balance as of December 31, 2017.

Stock-Based Compensation
We follow ASC 718-10, “Stock Compensation,” which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized.
As of March 31, 2018, there was approximately $15.6 million of total unrecognized compensation cost related to nonvested stock options. That cost is expected to be recognized over a weighted average period of approximately 3.0 years. As of March 31, 2018, there was approximately $17.1 million of total unrecognized compensation cost related to nonvested restricted stock units. That cost is expected to be recognized over a weighted average period of approximately 2.6 years.
Accounts Receivable
Our customers are located primarily in the United States. We perform ongoing credit evaluations of our customers’ financial condition (except for customers who purchase the LivePerson services by credit card via Internet download) and have established an allowance for doubtful accounts based upon factors surrounding the credit risk of customers, historical trends and other information that we believe to be reasonable, although they may change in the future. If there is a deterioration of a customer’s credit worthiness or actual write-offs are higher than our historical experience, our estimates of recoverability for these receivables could be adversely affected. Although our large number of customers limits our concentration of credit risk we do have several large customers. If we experience a significant write-off from one of these large customers, it could have a material adverse impact on our condensed consolidated financial statements. No single customer accounted for or exceeded 10% of our total revenue in the three months ended March 31, 2018 and 2017. No customer accounted for approximately 10% of accounts receivable as of March 31, 2018 and December 31, 2017.
A large proportion of our receivables are due from larger corporate customers that typically have longer payment cycles. We base our allowance for doubtful accounts on specifically identified credit risks of customers, historical trends and other information that we believe to be reasonable. Receivables are written-off and charged against its recorded allowance when we have exhausted collection efforts without success. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected. During the three months ended March 31, 2018, our allowance for doubtful accounts increased by $0.2 million to approximately $1.6 million. During 2017, we decreased our allowance for doubtful accounts by $0.4 million to approximately $1.3 million.
Goodwill
In accordance with ASC 350, “Goodwill and Other Intangible Assets,” goodwill and indefinite-lived intangible assets are not amortized, but reviewed for impairment upon the occurrence of events or changes in circumstances that would reduce the fair value below its carrying amount. Goodwill is required to be tested for impairment at least annually. In September 2011, FASB issued ASU No. 2011-08, Intangibles — Goodwill and Other (Topic 350). ASU 2011-08 permits an entity to first assess qualitative factors to determine whether it is “more likely than not” that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50%. If it is determined that the fair value of a reporting unit is more likely than not to be less than its carrying value (including unrecognized intangible assets) than it is necessary to perform the second step of the goodwill impairment test. The second step of the goodwill impairment test is judgmental in nature and often involves the use of significant estimates and assumptions. Similarly, estimates and assumptions are used in determining the fair value of other intangible assets. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. We perform internal valuation analysis and consider other market information that is publicly available. Estimates of fair value are primarily determined using discounted cash flows and market comparisons. These approaches use significant estimates and assumptions including projected future cash flows (including timing), discount rates reflecting the risk inherent in future cash flows, perpetual growth rates, determination of appropriate market comparables and the determination of whether a

premium or discount should be applied to such comparables.

We evaluate for goodwill impairment annually at September 30th. At the end of the third quarter of 2017, we determined that it was not more-likely that the fair value of the reporting units are less than their carrying amount. Accordingly, we did not perform the two-step goodwill impairment test.

Impairment of Long-Lived Assets

In accordance with ASC 360-10, "Accounting for the Impairment or Disposal of Long-lived Assets," long-lived assets, such as property, plant and equipment and purchased intangibles subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. The amount of any impairment

is measured as the difference between the carrying value and the fair value of the impaired asset. We do not have any long-lived assets, including intangible assets, which we consider to be impaired.

Legal Contingencies

We are subject to legal proceedings and litigation arising in the ordinary course of business. Periodically, we evaluate the status of each legal matter and assess our potential financial exposure. If the potential loss from any legal proceeding or litigation is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required to determine the probability of a loss and whether the amount of the loss is reasonably estimable. The outcome of any proceeding is not determinable in advance. As a result, the assessment of a potential liability and the amount of accruals recorded are based only on the information available at the time. As additional information becomes available, we reassess the potential liability related to the legal proceeding or litigation, and may revise our estimates. Any revisions could have a material effect on our results of operations. See Note 12, Legal Matters, of the Notes to the Condensed Consolidated Financial Statements for additional information on our legal proceedings and litigation.

Recently Issued Accounting Standards

See Note 1 of the notes to consolidated financial statements for a full description of recently issued accounting standards.

Recently Adopted Accounting Pronouncements

See Note 1 of the notes to consolidated financial statements for a full description of recently adopted accounting pronouncements.

Revenue

The majority of our revenue is generated from monthly service revenues and related professional services from the sale of the LivePerson services. We charge a monthly, quarterly or annual fee, which varies by service and customer usage. The majority of our larger customers also pay a professional services fee related to implementation and ongoing optimization services. A large proportion of our revenue from new customers comes from large corporations. These companies typically have more significant implementation requirements and more stringent data security standards. Such customers also have more sophisticated data analysis and performance reporting requirements, and are likely to engage our professional services organization to provide such analysis and reporting on a recurring basis. Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

Revenue from our Business segment accounted for 92% of total revenue for the three months ended March 31, 2018 and 2017. Revenue attributable to our monthly hosted Business services accounted for 89% of total Business revenue for the three months ended March 31, 2018 and 2017. Our service agreements typically have twelve month terms and, in some cases, are terminable or may terminate upon 30 to 90 days' notice without penalty. Given the time required to schedule training for our customers' operators and our customers' resource constraints, we have historically experienced a lag between signing a customer contract and recognizing revenue from that customer. Although this lag typically ranges from 30 to 90 days, it may take more or less time between contract signing and recognizing revenue in certain situations.

Revenue from our Consumer segment is generated from online transactions between Experts and Users and is recognized net of Expert fees and accounted for approximately 8% of total revenue for the three months ended March 31, 2018 and 2017.

We also have entered into contractual arrangements that complement our direct sales force and online sales efforts. These are primarily with call center service companies, pursuant to which LivePerson is paid a commission based on revenue generated by these service companies from our referrals. To date, revenue from such commissions has not been material.

Costs and Expenses

Our cost of revenue consists of:

- compensation costs relating to employees who provide customer support and implementation services to our customers;
- outside labor provider costs;

- compensation costs relating to our network support staff;
- depreciation of certain hardware and software;
- allocated occupancy costs and related overhead;
- the cost of supporting our infrastructure, including expenses related to server leases, infrastructure support costs and Internet connectivity;

- the credit card fees and related payment processing costs associated with consumer and self-service customers; and
- amortization of certain intangibles.

Our sales and marketing expenses consist of compensation and related expenses for sales personnel and marketing personnel, online marketing, allocated occupancy costs and related overhead, advertising, marketing events, sales commissions, public relations, promotional materials, travel expenses and trade show exhibit expenses.

Our general and administrative expenses consist primarily of compensation and related expenses for executive, accounting, legal, information technology and human resources personnel, allocated occupancy costs and related overhead, professional fees, provision for doubtful accounts and other general corporate expenses.

Our product development expenses consist primarily of compensation and related expenses for product development personnel, allocated occupancy costs and related overhead, outsourced labor and expenses for testing new versions of our software. Product development expenses are charged to operations as incurred.

Non-Cash Compensation Expense

The net non-cash compensation amounts are as follows:

	Three Months Ended March 31,	
	2018	2017
	(in thousands)	
Stock-based compensation expense	$2,438	$1,913

Results of Operations

We are organized into two operating segments: Business and Consumer. The Business segment facilitates real-time online interactions — chat, voice and content delivery, across multiple channels and screens for global corporations of all sizes. The Consumer segment facilitates online transactions between Experts and Users seeking information and knowledge for a fee via real-time chat.

Comparison of the Three Months Ended March 31, 2018 and 2017

Revenue

	Three Months Ended March 31,		
	2018	2017	% Change
	(in thousands)		
Revenue by Segment:			
Business	$53,561	$46,749	15 %
Consumer	4,680	4,170	12 %
Total	$58,241	$50,919	14 %

Business revenue increased by 15% to $53.6 million in the three months ended March 31, 2018, from $46.7 million in the comparable period in 2017. This variance was primarily attributable to the increase in revenue from existing customers by approximately $3.9 million, in revenue from new customers by approximately $1.6 million, and in revenue from professional services and that is variable based on pay for performance, and interactions and usage of approximately $1.3 million.

In 2017, we had notified the majority of our customers about the end of life on the legacy offering, and not every legacy customer elected to move to LiveEngage. After we finished the migration of current customers from our old platform to our new LiveEngage platform, our focus shifted back to selling and expanding our base of messaging customers. We continued to see a decrease in existing customer cancellations quarter over quarter. During the fourth quarter 2017, we returned to year over year revenue growth. This trend continued into the first quarter ending 2018.

Consumer revenue increased by 12% to $4.7 million in the three months ended March 31, 2018 from $4.2 million in the comparable period in 2017. This variance is driven by an increase in price per minute and in volume of chat minutes.

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Cost of Revenue - Business

Cost of revenue consists of compensation costs relating to employees who provide customer service to our customers, compensation costs relating to our network support staff, outside labor provider costs, the cost of supporting our server and network infrastructure, and allocated occupancy costs and related overhead.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Cost of revenue - business	$12,918	$12,906	— %
Percentage of total revenue	22%	25 %	
Headcount (at period end):	218	234	(7)%

Cost of revenue remained relatively flat at $12.9 million in the three months ended March 31, 2018, from the comparable period in 2017. There were decreases in amortization expense of approximately $0.7 million and in primary and backup server facilities and allocated overhead related to costs supporting our server and network infrastructure of approximately $0.3 million. This was offset by increases in total compensation and related costs for customer service and network operations personnel of approximately $0.5 million, in outsourced labor and other business services of approximately $0.4 million and in depreciation expense of approximately $0.1 million.

The increase in gross margin was tied to our ability to operationalize cost savings by moving brands off of our legacy platform and realigning our go-to-market strategy around LiveEngage.

Cost of Revenue - Consumer

Cost of revenue consists of compensation costs relating to employees who provide customer service to Experts and Users, compensation costs relating to our network support staff, the cost of supporting our server and network infrastructure, credit card and transaction processing fees and related costs, and allocated occupancy costs and related overhead.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Cost of revenue - consumer	$1,036	$875	18 %
Percentage of total revenue	2 %	2 %	
Headcount (at period end)	19	18	6 %

Cost of revenue increased by 18% to $1.0 million in the three months ended March 31, 2018, from $0.9 million in the comparable period in 2017. This variance was primarily attributable to increases in salary and related employee expenses of approximately $0.1 million.

Sales and Marketing - Business

Our sales and marketing expenses consist of compensation and related expenses for sales and marketing personnel, as well as advertising, marketing events, public relations, trade show exhibit expenses and allocated occupancy costs and related overhead.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Sales and marketing - business	$21,723	$19,543	11 %
Percentage of total revenue	37 %	38 %	
Headcount (at period end):	318	294	8 %

Sales and marketing expenses increased by 11% to $21.7 million in the three months ended March 31, 2018 from $19.5 million in the comparable period in 2017. There were increases in outsourcing and subcontracted labor by approximately $1.1 million, in marketing events, advertising, public relations, and tradeshow exhibit expenses of approximately $1.0 million, and in recruiting expenses of approximately $0.7 million. This was partially offset by decreases in salaries and related costs for sales and marketing personnel of approximately $0.5 million

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We have realigned our go-to-market strategy around LiveEngage 2.0. Our outreach efforts are primarily focused on fostering a community of thought and industry leadership by targeting a few hundred of the world's largest brands through conference calls and events.

Sales and Marketing - Consumer

Our sales and marketing expenses consist of compensation and related expenses for marketing personnel, as well as online promotion, public relations and allocated occupancy costs and related overhead.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Sales and marketing - consumer	$2,408	$2,157	12 %
Percentage of total revenue	4 %	4 %	
Headcount (at period end):	11	12	(8)%

Sales and marketing expenses increased by 12% to $2.4 million in the three months ended March 31, 2018 from $2.2 million in the comparable periods in 2017. The increase was primarily attributable to advertising and online expenses.

General and Administrative

Our general and administrative expenses consist of compensation and related expenses for executive, accounting, legal, human resources and administrative personnel, professional fees and other general corporate expenses.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
General and administrative	$10,123	$9,692	4 %
Percentage of total revenue	17 %	19 %	
Headcount (at period end):	112	112	— %

General and administrative expenses increased by 4% to $10.1 million in the three months ended March 31, 2018 from $9.7 million in the comparable period in 2017. This variance was primarily attributable to increases in total compensation and related employee expenses of approximately $0.4 million, in allocated occupancy costs, related overhead, information technology and other general corporate expenses of approximately $0.3 million, and in business services and outsourced labor of approximately $0.2 million. This was partially offset by a net decrease in non-recurring costs of approximately $0.6 million. Non-recurring costs consisted of a decrease in litigation of approximately $0.9 million offset partially by executive recruiting costs of approximately $0.3 million.

Product Development

Our product development expenses consist of compensation and related expenses for product development personnel as well as allocated occupancy costs and related overhead and outsourced labor and expenses for testing new versions of our software.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Product development	$13,252	$9,958	33 %
Percentage of total revenue	23 %	20 %	
Headcount (at period end):	367	304	21 %

Product development costs increased by 33% to $13.3 million in the three months ended March 31, 2018, from $10.0 million in the comparable period in 2017. This variance was primarily attributable to increases in total compensation,

outside labor, and associated costs for existing product development personnel of approximately $2.2 million, in depreciation expense and backup server facilities and allocated overhead related to costs of supporting our server and network infrastructure of approximately $0.9 million, and in recruiting of approximately $0.1 million.
We continue to invest in new product development efforts to expand the capability of LiveEngage. We recognize that every brand is unique and employs an individualized and complex approach to managing their users. In accordance with ASC 350-40 - "Internal- Use Software", as new projects are initiated that provide functionality to the LiveEngage platform, the associated

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development and employee costs will be capitalized. Upon completion, the project costs will be depreciated over five years. In the three months ended March 31, 2018, $2.5 million was capitalized. In the three months ended March 31, 2017, $1.8 million was capitalized.

Restructuring Costs

Restructuring costs consist of re-prioritizing and reallocating resources to focus on areas showing high growth potential.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Restructuring costs	$178	$240	(26)%
Percentage of total revenue	— %	— %	

Restructuring costs incurred decreased by 26% to approximately $0.2 million during the three months ended March 31, 2018 from the comparable period in 2017. This variance was primarily attributable to wind-down costs of our legacy platform of $0.1 million in 2017, offset partially by increases in severance.

Amortization of Purchased Intangibles

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Amortization of purchased intangibles	$424	$472	(10)%
Percentage of total revenues	1 %	1 %	

Amortization expense for purchased intangibles decreased by 10% to $0.4 million in the three months ended March 31, 2018 from $0.5 million in the comparable periods in 2017. This variance was primarily attributable to a decrease in amortization of CAO! and Synchronite intangible assets. This was partially offset by amortization of the 2018 Bot Central assets acquired.

Additional amortization expense in the amount of $0.3 million and $1.0 million is included in cost of revenue for the three months ended March 31, 2018 and 2017, respectively. The decrease is primarily attributable to the full amortization of Amadesa during the third quarter of 2017.

Other Income, net

Other income, net consists of interest income on cash and cash equivalents, investment income and financial (expense) income which is a result of currency rate fluctuations associated with exchange rate movement of the U.S. dollar against the New Israeli Shekel, British Pound, Euro, Australian Dollar and Japanese Yen.

	Three Months Ended March 31,		
	2018	2017	% Change
	($ in thousands)		
Other income, net	$129	$320	(60)%

The variance in other income in the three months ended March 31, 2018 from the comparable periods in 2017 was attributable to a decrease in finance hedging and other financial income of approximately $0.2 million.

(Benefit From) Provision For Income Taxes

	Three Months Ended March 31,	
	2018	2017

			% Change
	($ in thousands)		
(Benefit from) provision for income taxes	$(489)	$1,072	(146)%

Income taxes decreased by 146% to a benefit of $0.5 million for the three months ended March 31, 2018 from a provision of $1.1 million for the comparable periods in 2017. Our consolidated effective tax rate was impacted by the statutory income tax rates applicable to each of the jurisdictions in which we operate.

Net Loss

We had a net loss of $3.2 million for the three months ended March 31, 2018 compared to a net loss of $5.7 million for the three months ended March 31, 2017. During the three months ended March 31, 2018, there were increases in revenue by approximately $7.3 million and decreases in provision for income taxes by $1.6 million. This was offset partially by increases in operating expenses by approximately $6.2 million.

Liquidity and Capital Resources

	Three Months Ended March 31,	
	2018	2017
	(in thousands)	
Consolidated Statements of Cash Flows Data:		
Cash flows used in operating activities	$(677)	$(3,102)
Cash flows used in investing activities	(3,623)	(2,844)
Cash flows provided by (used) in financing activities	4,604	(516)

As of March 31, 2018, we had approximately $57.5 million in cash and cash equivalents, an increase of approximately $1.4 million from December 31, 2017. The increase is primarily attributable to cash provided by financing activities relating to issuance of common stock net cash, deferred revenue, and non-cash expenses, partially offset by cash flows used in investing relating to purchases of fixed assets for our co-location facilities.

Net cash used by operating activities was $0.7 million for the three months ended March 31, 2018 and consisted primarily of net loss and increases in accounts receivable and prepaid expenses and other current assets and decreases in accrued expenses. This was partially offset by increases in deferred revenue and non-cash expenses related to depreciation, stock compensation, and amortization of purchased intangibles. The increase in accounts receivable and deferred revenue was primarily related to changes in our billing terms for some of our larger customers. Net cash used in operating activities was $3.1 million for the three months ended March 31, 2017 and consisted primarily of net loss, increases in prepaid expenses and other current assets, and decreases in accounts payable and accrued expenses. This was partially offset by non-cash expenses related to depreciation, stock compensation, and amortization of purchased intangibles, decreases in accounts receivable, and increases in deferred revenue.

Net cash used in investing activities was $3.6 million in the three months ended March 31, 2018 and was due primarily to the purchase of fixed assets for our co-location facilities and capitalization of internally developed software and the BotCentral assets acquired partially offset by a release of restricted cash used with foreign currency forward contracts. Net cash used in investing activities was $2.8 million in the three months ended March 31, 2017 and was due primarily to the purchase of fixed assets for our co-location facilities.

Net cash provided by financing activities was $4.6 million in the three months ended March 31, 2018 and was due primarily to proceeds from the issuance of common stock in connection with the exercise of stock options by employees, partially offset by repurchase of our common stock. Net cash used in financing activities was $0.5 million in the three months ended March 31, 2017 and consisted primarily of the repurchase of our common stock offset partially by issuance of common stock.

We have incurred significant expenses to develop our technology and services, to hire employees in our customer service, sales, marketing and administration departments, and for the amortization of purchased intangible assets, as well as non-cash compensation costs. Historically, we have incurred net losses and negative cash flows for various quarterly and annual periods since our inception, including during numerous quarters and annual periods in the past several years. As of March 31, 2018, we had an accumulated deficit of approximately $165.7 million.

We anticipate that our current cash and cash equivalents will be sufficient to satisfy our working capital and capital requirements for at least the next twelve (12) months. However, we cannot assure you that we will not require additional funds prior to such time, and we would then seek to sell additional equity or debt securities through public financings, or seek alternative sources of financing. We cannot assure you that additional funding will be available on favorable terms, when needed, if at all. If we are unable to obtain any necessary additional financing, we may be required to further reduce the scope of our planned sales and marketing and product development efforts, which could materially adversely affect our business, financial condition and operating results. In addition, we may require additional funds in order to fund more rapid expansion, to develop new or enhanced services or products or to invest in or acquire complementary businesses, technologies, services or products.

Contractual Obligations and Commitments

We do not have any special purposes entities, and other than operating leases, which are described below, we do not engage in off-balance sheet financing arrangements.

We lease facilities and certain equipment under agreements accounted for as operating leases. These leases generally require us to pay all executory costs such as maintenance and insurance. Rental expense for operating leases for the three months ended March 31, 2018 and 2017 was approximately $2.3 million.

As of March 31, 2018, our principal commitments were approximately $24.2 million under various operating leases, of which approximately $7.0 million is due in 2018. We currently expect that our principal commitments for the year ending December 31, 2018 will not exceed $10.0 million in the aggregate.
Our contractual obligations at March 31, 2018 are summarized as follows:

	Payments due by period (in thousands)				
Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases	$24,151	$ 8,608	$ 10,010	$ 4,081	$ 1,452

Item 3. Quantitative and Qualitative Disclosures about Market Risk
Foreign Currency Exchange Risks
Our Israeli operations have currency rate fluctuation risk associated with the exchange rate movement of the U.S. dollar against the New Israeli Shekel (“NIS”). During the three months ended March 31, 2018, the U.S. dollar depreciated by approximately 6% as compared to the NIS. During the three months ended March 31, 2018, expenses generated by our Israeli operations totaled approximately $17.6 million. During 2018, we hedged our foreign currency risk exposure relating to the NIS. We actively monitor the movement of the U.S. dollar against the NIS, Pound Sterling, Euro, AUS dollar and Japanese Yen and have considered the use of financial instruments, including but not limited to derivative financial instruments, which could mitigate such risk. If we determine that our risk of exposure materially exceeds the potential cost of derivative financial instruments, we may in the future enter in to these types of investments. The functional currency of our wholly-owned Israeli subsidiaries, LivePerson Ltd. (formerly HumanClick Ltd.) and Kasamba Ltd., is the U.S. dollar; the functional currency of our operations in the United Kingdom is the British Pound; the functional currency of our operations in the Netherlands, Germany, Italy and France is the Euro; the functional currency of our operations in Australia is the Australian Dollar; and the functional currency of our operations in Japan is the Japanese Yen.
Collection Risk
Our accounts receivable are subject, in the normal course of business, to collection risks. We regularly assess these risks and have established policies and business practices to protect against the adverse effects of collection risks. During the three months ended March 31, 2018, our allowance for doubtful accounts increased by $0.2 million to approximately $1.6 million. During 2017, we decreased our allowance for doubtful accounts from $1.7 million to approximately $1.3 million. A large proportion of our receivables are due from larger corporate customers that typically have longer payment cycles. We base our allowance for doubtful accounts on specifically identified credit risks of customers, historical trends and other information that we believe to be reasonable. Receivables are written-off and charged against its recorded allowance when we have exhausted collection efforts without success. We adjust our allowance for doubtful accounts when accounts previously reserved have been collected.
Interest Rate Risk
Our investments consist of cash and cash equivalents. Therefore, changes in the market’s interest rates do not affect in any material respect the value of the investments as recorded by us.
Inflation Risk
We do not believe that inflation has had a material effect on our business, financial conditions or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.
Item 4. Controls and Procedures
Evaluation of Disclosure Controls and Procedures
Our management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our “disclosure controls and procedures,” as that term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of March 31, 2018. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as

of March 31, 2018 to ensure that the information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms, and to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2018 identified in connection with the evaluation thereof by our management, including the Chief Executive Officer and Chief Financial Officer, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations of the Effectiveness of Internal Control

A control system, no matter how well conceived and operated, can only provide reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, have been detected.

Part II. Other Information

Item 1. Legal Proceedings

We previously filed an intellectual property suit against [24]7 Customer, Inc. in the Southern District of New York on March 6, 2014 seeking damages on the grounds that [24]7 reverse engineered and misappropriated our technology to develop competing products and misused our business information. On June 22, 2015, [24]7 Customer, Inc. filed suit against us in the Northern District of California alleging patent infringement. On December 7, 2015, [24]7 Customer Inc. filed a second patent infringement suit against us, also in the Northern District of California. On March 16, 2017, the New York case was voluntarily transferred and consolidated with the two California cases in the Northern District of California for all pre-trial purposes. Recent court rulings in our favor have invalidated multiple [24]7 patents that were asserted in the patent cases. Trial for our intellectual property and other claims asserted against [24]7 in the original litigation is currently set for November 26, 2018. We believe the claims filed by [24]7 are without merit and intend to defend them vigorously.

We routinely assess all of our litigation and threatened litigation as to the probability of ultimately incurring a liability, and record our best estimate of the ultimate loss in situations where we assess the likelihood of loss as probable.

From time to time, we are involved in or subject to legal, administrative and regulatory proceedings, claims, demands and investigations arising in the ordinary course of business, including direct claims brought by or against us with respect to intellectual property, contracts, employment and other matters, as well as claims brought against our customers for whom we have a contractual indemnification obligation. We accrue for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Significant judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable. In addition, in the event we determine that a loss is not probable, but is reasonably possible, and it becomes possible to develop what we believe to be a reasonable range of possible loss, then we will include disclosure related to such matter as appropriate and in compliance with ASC 450. The accruals or estimates, if any, resulting from the foregoing analysis, are reviewed at least quarterly and adjusted to reflect the impact of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular matter. To the extent there is a reasonable possibility that the losses could exceed the amounts already accrued, we will, as applicable, adjust the accrual in the period the determination is made, disclose an estimate of the additional loss or range of loss, indicate that the estimate is immaterial with respect to our financial statements as a whole or, if the amount of such adjustment cannot be reasonably estimated, disclose that an estimate cannot be made.

From time to time, third parties assert claims against us regarding intellectual property rights, privacy issues and other matters arising in the ordinary course of business. Although we cannot be certain of the outcome of any litigation or the disposition of any claims, nor the amount of damages and exposure, if any, that we could incur, we currently believe that the final disposition of all existing matters will not have a material adverse effect on our business, results of operations, financial condition or cash flows. In addition, in the ordinary course of our business, we are also subject to periodic threats of lawsuits, investigations and claims. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Item 1A. Risk Factors

Our operations and financial results are subject to various risks and uncertainties, including those described in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016, filed on March 10, 2017, which could adversely affect our business, financial condition, results of operations, cash flows, and the trading price of our common stock. There have been no material changes to the risk factors described in our most recent Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
Unregistered Sales of Equity Securities
None.
Purchase of Equity Securities by the Issuer
A summary of our repurchase activity for the three months ended March 31, 2018 appears below:

Period	Total Number of Shares Purchased (1) (2)	Average Price Paid per Share (1) (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1) (2) (3)
				$ 18,395,372
1/1/2018 – 1/31/2018	—	$ —	—	18,395,372
2/1/2018 – 2/28/2018	93,750	14.35	93,750	17,050,059
3/1/2018 – 3/31/2018	—	—	—	17,050,059
Total	93,750	$ 14.35	93,750	$ 17,050,059

(1) On December 10, 2012, we announced that our Board of Directors approved a share repurchase program through June 30, 2014. Under the stock repurchase program, we were authorized to repurchase shares of the our common stock, in the open market or privately negotiated transactions, at times and prices considered appropriate by the Board of Directors depending upon prevailing market conditions and other corporate considerations.

(2) As of June 30, 2014, approximately $1.1 million remained available for purchases under the program as in effect at that time. On July 23, 2014, our Board of Directors extended the expiration date of the program out to December 31, 2014 and also increased the aggregate purchase price of the stock repurchase program from $40.0 million to $50.0 million. On March 5, 2015, our Board of Directors extended the expiration date of the program out to December 31, 2016. On February 16, 2016, our Board of Directors increased the aggregate purchase price of the total stock repurchase program by an additional $14.0 million. On November 21, 2016, our Board of Directors increased the aggregate purchase price of the stock repurchase program from $64.0 million to $74.0 million and extended the expiration date of the program out to December 31, 2017. On May 7, 2018, the Company's Board of Directors ratified the extension to December 31, 2018 of the repurchase program, effective as of January 1, 2018. As of March 31, 2018, approximately $17.1 million remained available for purchases under the program.

(3) Transaction fees related to the share purchases are deducted from the total remaining allowable expenditure amount.

Item 3. Defaults Upon Senior Securities
None.
Item 4. Mine Safety Disclosures
None.
Item 5. Other Information
None.

ITEM 6. EXHIBITS

The following exhibits are filed as part of this Quarterly Report on Form 10-Q:

10.1*	Agreement between LivePerson and Alex Spinelli, dated as of January 12, 2018
10.2*	Agreement between LivePerson and Chris Greiner, dated as of February 19, 2018
31.1	Certification by Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement.

** These certifications are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference in any filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, irrespective of any general incorporation language in any filings.

† In accordance with Rule 406T of Regulation S-T, these XBRL (eXtensible Business Reporting Language) documents are furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LIVEPERSON, INC.
(Registrant)

Date:	May 8, 2018	By:	/s/ ROBERT P. LOCASCIO
		Name:	Robert P. LoCascio
		Title:	Chief Executive Officer (principal executive officer)
Date:	May 8, 2018	By:	/s/ CHRISTOPHER E. GREINER
		Name:	Christopher E. Greiner
		Title:	Chief Financial Officer (principal financial and accounting officer)

EXHIBIT INDEX

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