

LiveRamp Holdings, Inc.  
Form 8-K12B/A  
October 05, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 5, 2018 (October 1, 2018)**

**LiveRamp Holdings, Inc.**

**(Exact name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-38669**  
**(Commission**  
**File Number)**  
**225 Bush Street, Seventeenth Floor**

**83-1269307**  
**(I.R.S. Employer**  
**Identification No.)**

**San Francisco, CA 94104**

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**(Address of principal executive offices, including zip code)**

**(866) 352-3267**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Introductory Note

On October 1, 2018, LiveRamp Holdings, Inc. disclosed the closing of the sale of its Acxiom Marketing Solutions business to The Interpublic Group of Companies, Inc. (the "AMS Sale") in a Current Report on Form 8-K (the "Original Filing"). This Current Report on Form 8-K/A amends the Original Filing to include the pro forma financial information required by Item 9.01(b) of Form 8-K. Except for the filing of such pro forma financial information, this Form 8-K/A does not modify or update other disclosures in, or exhibits to, the Original Filing.

## Item 9.01. Financial Statements and Exhibits.

### (b) *Pro forma financial information.*

The pro forma financial information required by Item 9.01(b) and accompanying notes are filed as Exhibit 99.1 to this Current Report on Form 8-K/A and incorporated herein by reference.

### (d) *Exhibits.*

Exhibit No.	Description
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99.1	<u>Unaudited Pro Forma Condensed Consolidated Financial Information</u>
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**SIGNATURES**

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

LiveRamp Holdings, Inc.

DATED: October 5, 2018

By: /s/ Warren C. Jenson

Name: Warren C. Jenson

Title: President, Chief Financial Officer and  
Executive Managing Director of  
International