

LIQUIDITY SERVICES INC

Form 4

October 11, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dudley Gardner H

2. Issuer Name and Ticker or Trading Symbol  
LIQUIDITY SERVICES INC  
[LQDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/06/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres, Capital Assets Group

C/O LIQUIDITY SERVICES, INC., 1920 L STREET, N.W., 6TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WASHINGTON, DC 20036

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 10/06/2016                           |  | S <sup>(17)</sup>              | D   | 881   | \$ 10.28   | 23,417 D  |
| Common Stock                    | 10/07/2016                           |  | S <sup>(17)</sup>              | D   | 1,057   | \$ 10.06   | 22,360 D  |
| Common Stock                    | 10/10/2016                           |  | S <sup>(17)</sup>              | D   | 1,482   | \$ 10.03   | 20,878 D  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Employee Stock Option                      | \$ 13.35   |                                      |  |                                |   | <u>(1)</u>   | 06/16/2020  | Common Stock  | 3,188                      |
| Employee Stock Grant                       | \$ 15.47   |                                      |  |                                |   | <u>(2)</u>   | 11/30/2020  | Common Stock  | 2,211                      |
| Employee Stock Grant                       | \$ 21.99   |                                      |  |                                |   | <u>(3)</u>   | 11/27/2023  | Common Stock  | 416                        |
| Employee Stock Grant                       | \$ 21.99   |                                      |  |                                |   | <u>(4)</u>   | 11/27/2023  | Common Stock  | 1,661                      |
| Employee Stock Option                      | \$ 21.99   |                                      |  |                                |   | <u>(5)</u>   | 11/27/2023  | Common Stock  | 3,519                      |
| Employee Stock Option                      | \$ 21.99   |                                      |  |                                |   | <u>(6)</u>   | 11/27/2023  | Common Stock  | 3,519                      |
| Employee Stock Grant                       | \$ 13.57   |                                      |  |                                |   | <u>(7)</u>   | 05/14/2024  | Common Stock  | 11,054                     |
| Employee Stock Grant                       | \$ 12.57   |                                      |  |                                |   | <u>(8)</u>   | 10/27/2024  | Common Stock  | 12,500                     |
| Employee Stock Grant                       | \$ 10.41   |                                      |  |                                |   | <u>(9)</u>   | 10/01/2024  | Common Stock  | 24,291                     |

|                             |          |             |            |                 |        |
|-----------------------------|----------|-------------|------------|-----------------|--------|
| Employee<br>Stock<br>Grant  | \$ 10.41 | <u>(10)</u> | 10/01/2024 | Common<br>Stock | 12,146 |
| Employee<br>Stock<br>Option | \$ 10.41 | <u>(11)</u> | 10/01/2024 | Common<br>Stock | 7,338  |
| Employee<br>Stock<br>Option | \$ 10.41 | <u>(12)</u> | 10/01/2024 | Common<br>Stock | 1,834  |
| Employee<br>Stock<br>Grant  | \$ 6.63  | <u>(13)</u> | 10/01/2025 | Common<br>Stock | 15,386 |
| Employee<br>Stock<br>Grant  | \$ 5.11  | <u>(14)</u> | 10/01/2025 | Common<br>Stock | 5,129  |
| Employee<br>Stock<br>Option | \$ 6.63  | <u>(15)</u> | 10/01/2025 | Common<br>Stock | 11,245 |
| Employee<br>Stock<br>Option | \$ 6.63  | <u>(16)</u> | 10/01/2025 | Common<br>Stock | 2,811  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Dudley Gardner H<br>C/O LIQUIDITY SERVICES, INC.<br>1920 L STREET, N.W., 6TH FLOOR<br>WASHINGTON, DC 20036 |               |           | Pres, Capital Assets Group |       |

## Signatures

/s/ Mark A. Shaffer, by power of attorney  
10/11/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These options became fully vested on June 1, 2014.
- (2) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (3) Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (4) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

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- (5) Twenty-five percent of this option grant vested on October 1, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (6) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (7) Fifty percent of this restricted stock grant vested on November 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on November 1 of each year for two years.
- (8) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (9) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/8th of the restricted stock grant will vest on April 1 and October 1 of each year for three years.
- (10) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (11) Twenty-five percent of this option grant vested on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (12) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (13) Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (14) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (15) Twenty-five percent of this option grant vested on October 1, 2016 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (16) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (17) Represents reporting person's advance election to sell to cover tax obligations upon vesting such restricted shares

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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