

LIQUIDITY SERVICES INC  
Form 4  
October 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Williams James Edwin

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Gen. Counsel & Secretary

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Stock                    | 10/02/2015                           |  | S                              | D   | 6,409   |  | D                                 |
|                                 |                                      |  |                                |   | \$ 7.23   |  |                                   |

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

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SEC 1474 (9-02)

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

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| 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                      | \$ 9.05  |                                      |  |                                |   | <u>(1)</u>   | 10/01/2019  | Common Stock  | 508                        |
| Employee Stock Option                      | \$ 15.47   |                                      |  |                                |   | <u>(2)</u>   | 10/01/2020  | Common Stock  | 2,706                      |
| Employee Stock Grant                       | \$ 15.47   |                                      |  |                                |   | <u>(3)</u>   | 10/01/2020  | Common Stock  | 2,765                      |
| Employee Stock Option                      | \$ 31.11   |                                      |  |                                |   | <u>(4)</u>   | 10/01/2021  | Common Stock  | 5,950                      |
| Employee Stock Grant                       | \$ 38.09   |                                      |  |                                |   | <u>(5)</u>   | 10/01/2022  | Common Stock  | 689                        |
| Employee Stock Option                      | \$ 38.09   |                                      |  |                                |   | <u>(6)</u>   | 10/01/2022  | Common Stock  | 1,835                      |
| Employee Stock Grant                       | \$ 21.99   |                                      |  |                                |   | <u>(7)</u>   | 10/01/2023  | Common Stock  | 1,885                      |
| Employee Stock Grant                       | \$ 21.99   |                                      |  |                                |   | <u>(8)</u>   | 10/01/2023  | Common Stock  | 3,769                      |
| Employee Stock Option                      | \$ 21.99   |                                      |  |                                |   | <u>(9)</u>   | 10/01/2023  | Common Stock  | 7,985                      |
| Employee Stock Option                      | \$ 21.99   |                                      |  |                                |   | <u>(10)</u>  | 10/01/2023  | Common Stock  | 7,985                      |
| Employee Stock                             | \$ 10.41   |                                      |  |                                |   | <u>(11)</u>  | 10/01/2024  | Common Stock  | 11,642                     |

|          |          |      |            |                 |       |
|----------|----------|------|------------|-----------------|-------|
| Grant    |          |      |            |                 |       |
| Employee |          |      |            |                 |       |
| Stock    | \$ 10.41 | (12) | 10/01/2024 | Common<br>Stock | 3,881 |
| Grant    |          |      |            |                 |       |
| Employee |          |      |            |                 |       |
| Stock    | \$ 10.41 | (13) | 10/01/2024 | Common<br>Stock | 9,053 |
| Option   |          |      |            |                 |       |
| Employee |          |      |            |                 |       |
| Stock    | \$ 10.41 | (14) | 10/01/2024 | Common<br>Stock | 2,263 |
| Option   |          |      |            |                 |       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Williams James Edwin<br>C/O LIQUIDITY SERVICES, INC.<br>1920 L STREET, N.W., 6TH FLOOR<br>WASHINGTON, DC 20036 |               |           | VP, Gen. Counsel & Secretary |       |

## Signatures

/s/ James E. Williams  
10/02/2015

\*\*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 October 1, 2013.
- (2) These options became fully vested on October 1, 2014.
- (3) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (4) These options became fully vested on October 1, 2015.
- (5) Twenty-five percent of this restricted stock grant vested on October 1, 2013 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (6) Twenty-five percent of this option grant vested on October 1, 2013 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (7) 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.
- (8) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (9) 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.
- (10) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (11) 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.

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- (12) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (13) 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.
- (14) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

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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