

LIQUIDITY SERVICES INC  
 Form 4  
 May 22, 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 \*  
 Angrick William P III

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)  
 05/15/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board and CEO

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,655,842	I	By the William P. Angrick III Revocable Trust <sup>(1)</sup>
Common Stock					873,379	I	By the William P. Angrick III 2005 Irrevocable

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Common Stock	575,513	I	Trust <sup>(1)</sup> By the Stephanie S. Angrick 2005 Irrevocable Trust <sup>(2)</sup>
Common Stock	114,699	I	By the Stephanie S. Angrick Revocable Trust <sup>(2)</sup>

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)

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Grant	\$ 10.41	05/15/2015		A	49,332	<sup>(3)</sup> 10/01/2024	Common Stock 49,332
Employee Stock Grant	\$ 10.41	05/15/2015		A	49,332	<sup>(4)</sup> 10/01/2024	Common Stock 49,332
Employee Stock Option	\$ 11.45	05/15/2015		A	29,980	<sup>(5)</sup> 10/01/2024	Common Stock 29,980
Employee Stock Option	\$ 11.45	05/15/2015		A	29,980	<sup>(6)</sup> 10/01/2024	Common Stock 29,980
Employee Stock	\$ 21.99					<sup>(7)</sup> 10/01/2023	Common Stock 17,038

Grant						
Employee Stock Grant	\$ 21.99	(8)	10/01/2023	Common Stock	22,716	
Employee Stock Option	\$ 24.19	(9)	10/01/2023	Common Stock	48,122	
Employee Stock Option	\$ 24.19	(10)	10/01/2023	Common Stock	48,121	
Employee Stock Grant	\$ 46.72	(11)	10/01/2022	Common Stock	4,239	
Employee Stock Option	\$ 46.72	(12)	10/01/2022	Common Stock	14,695	
Employee Stock Grant	\$ 37.72	(13)	10/01/2021	Common Stock	4,430	
Employee Stock Option	\$ 37.72	(14)	10/01/2021	Common Stock	32,139	
Employee Stock Option	\$ 17.02	(15)	10/01/2020	Common Stock	8,641	
Employee Stock Grant	\$ 17.02	(16)	10/01/2020	Common Stock	11,053	
Employee Stock Option	\$ 9.96	(17)	10/01/2019	Common Stock	4,568	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Angrick William P III C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	X	X	Chairman of the Board and CEO	

## Signatures

/s/ James E. Williams, by power of  
attorney

05/22/2015

\_\_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 shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

These shares are held in a trust for the benefit of the reporting person's spouse, who is also trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
  - (2) Twenty-five percent of this restricted stock grant will vest on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
  - (3) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  - (4) Twenty-five percent of this option grant will vest on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
  - (5) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
  - (6) 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.
  - (7) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  - (8) 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.
  - (9) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
  - (10) 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.
  - (11) 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.
  - (12) Twenty-five percent of this restricted stock grant vested on October 1, 2012 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
  - (13) Twenty-five percent of this option grant vested on October 1, 2012 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
  - (14) These options became fully vested on October 1, 2014.
  - (15) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  - (16) These options became fully vested on October 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.