Employee Stock Option

Employee Stock Option

Employee Stock Grant

Employee

Employee

Stock Option

Stock Grant

\$7.36

\$7.36

(6)

(6)

\$6.72

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: 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).

Instruct	ion 1(b).			File	d pursuor or S	ant to Secti ection 30(h	ion 16(a ı) of the	) of the S Investm	Securi ent Co	ties Excha Impany Ac	nge Ac	t of 193 I0	4		Lilou	is per res	sporise.	0.5	
	d Address of William	Reporting Person	k		2. Iss	uer Name a	and Ticl	ker or Tr	ading	Symbol			(Ch	Relationship of eck all applications	able) r	X	10% Ov	vner	
	UIDITY SI	irst) ERVICES, INC. ROAD, SUITE				te of Earlie	st Trans	saction (I	Month	/Day/Year)	)			below)	(give title		Other (s below) rd and CE		
(Street) BETHES (City)	DA M	ID state)	20814 (Zip)		4. If <i>A</i>	Amendmen	t, Date o	of Origina	al File	d (Month/E	Day/Yea	r)	Line	X Form fi	led by O	ne Repo	(Check Aporting Person One Repo	n	
		Tal	ole I - No	on-Deriv	ative	Securiti	es Ac	quired	l, Dis	sposed	of, or	Bene	ficial	ly Owned					
1. Title of S	Security (Ins	tr. 3)		2. Transac Date (Month/Da		2A. Deeme Execution if any (Month/Da	Date,	3. Transa Code ( 8)		4. Securit Disposed 5)	ies Acq Of (D)	uired (A Instr. 3,	) or 4 and	5. Amount Securities Beneficially Owned Fol Reported	,	6. Owner Form: D (D) or In (I) (Instr	Direct Industriect Be (.4) Ov	Nature of direct eneficial vnership	
								Code	v	Amount	(A (D	) or P	rice	Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common	Stock			04/21/2	2020			p <sup>(1)</sup>		700		A :	\$4.74	4,552,	571	I	W A Re	y the filliam P. ngrick III evocable rust <sup>(2)</sup>	
Common	Stock													873,3	79	I	W A 20 Irr	y the filliam P. ngrick III 005 revocable rust <sup>(2)</sup>	
Common	Stock													575,5	13	I	St S. 20 In	y the ephanie Angrick 005 revocable rust <sup>(3)</sup>	
Common	Stock													114,6	99	Ι	St S. Re	y the ephanie Angrick evocable rust <sup>(3)</sup>	
			Table II	- Deriva (e.g., p		ecurities alls, wai								Owned					
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/D	ned 4 n Date, T	I. Fransacti Code (Ins	5. Nui	mber 6 E ( ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( )	i. Date Expiration	xercisa n Date	able and	7. Title of Sec Under Deriva	and An urities lying tive Sec 3 and 4)	nount urity	8. Price of Derivative Security (Instr. 5)	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	ve les ially ng ed ction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				1			I I				ı	I Am	Ount	1	I			1	

Date Exercisable

(5)

(7)

(8)

(4)

Code ٧ (A) (D) Expiration Date

12/03/2024

12/03/2024

01/01/2024

01/01/2024

10/01/2028

Title

Common Stock

Common Stock

Common Stock

Common

Common

or Number of Shares

139,900

139,900

54,700

54,700

124,200

139,900

139,900

54,700

54,700

124,200

D

D

D

D

D

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. Transa Code ( 8)	action (Instr.	of Deriv Secu Acqu (A) o Dispo	r osed ) r. 3, 4	6. Date Exerc Expiration Day (Month/Day/)	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 a	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Grant	(6)							(7)	10/01/2028	Common Stock	17,300		17,300	D	
Employee Stock Option	\$6.72							(9)	10/01/2022	Common Stock	124,200		124,200	D	
Employee Stock Grant	(6)							(10)	10/01/2022	Common Stock	12,975		12,975	D	
Employee Stock Option	\$4.92							(4)	10/01/2027	Common Stock	130,620		130,620	D	
Employee Stock Option	\$4.92							(11)	10/01/2027	Common Stock	87,080		87,080	D	
Employee Stock Grant	(6)							(7)	12/11/2021	Common Stock	4,920		4,920	D	
Employee Stock Grant	(6)							(12)	10/01/2021	Common Stock	4,100		4,100	D	
Employee Stock Grant	(6)							(13)	10/01/2020	Common Stock	18,812		18,812	D	
Employee Stock Grant	(6)							(14)	10/01/2026	Common Stock	67,725		67,725	D	
Employee Stock Option	\$9.13							(15)	10/01/2026	Common Stock	48,000		48,000	D	
Employee Stock Option	\$9.13							(16)	10/01/2026	Common Stock	48,000		48,000	D	
Employee Stock Option	\$7.29							(17)	10/01/2025	Common Stock	83,178		83,178	D	
Employee Stock Option	\$7.29							(18)	10/01/2025	Common Stock	20,794		20,794	D	
Employee Stock Option	\$11.45							(19)	10/01/2024	Common Stock	29,980		29,980	D	
Employee Stock Option	\$24.19							(20)	10/01/2023	Common Stock	48,122		48,122	D	
Employee Stock Option	\$46.72							(21)	10/01/2022	Common Stock	14,695		14,695	D	
Employee Stock Option	\$37.72							(22)	10/01/2021	Common Stock	32,139		32,139	D	
Employee Stock Option	\$17.02							(23)	10/01/2020	Common Stock	8,641		8,641	D	
Employee Stock Option	\$9.96							(24)	10/01/2019	Common Stock	4,568		4,568	D	

## Explanation of Responses:

- 1. The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by and between The William P. Angrick III Revocable Trust Under Agreement Dates 04/20/07 and RBC Capital Markets on March 11, 2020.
- 2. 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.
- 3. 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.
- 4. This option becomes exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- $5.\,\,12/48 th\ of\ this\ option\ grant\ will\ vest\ each\ month\ for\ thirty-six\ months.$
- $6. \ Each \ restricted \ stock \ unit \ is \ the \ economic \ equivalent \ of \ one \ share \ of \ Liquidity \ Services, \ Inc. \ Common \ Stock.$
- 7. These restricted stock units vest, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- 8. Twenty-five percent of this restricted stock grant will vest on January 1, 2021 and thereafter 1/4th of the restricted stock grant will vest on each of January 1, 2022, January 1, 2023 and January 1, 2024.
- $9.\ 15/48 th\ of\ this\ option\ grant\ will\ vest\ on\ January\ 1,\ 2020\ and\ thereafter\ 1/48 th\ of\ the\ option\ grant\ will\ vest\ each\ month\ for\ thirty\ three\ months.$
- 10. Twenty-five percent of this restricted stock grant will vest on January 1, 2020 and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2020, October 1, 2021, and October 1, 2022.
- $11.\ 15/48 th\ of\ this\ option\ grant\ will\ vest\ on\ January\ 1,\ 2019\ and\ thereafter\ 1/48 th\ of\ the\ option\ grant\ will\ vest\ each\ month\ for\ thirty\ three\ months.$
- $12. \ Twenty-five percent of this restricted stock grant each vested on January 1, 2019 \ and October 1, 2019, and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2020, and October 1, 2021. \\$
- 13. Twenty-five percent of this restricted stock grant vested on April 1, 2018 and October 1, 2018, and October 1, 2019, and thereafter 1/4th of the restricted stock grant will vest on October 1, 2020.

- 14. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- 15. 18/48th of this option grant vested on April 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty months.
- 16. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 17. These options became fully vested on October 1, 2019.
- 18. 75% of the options were certified as vested on December 6, 2018. The remaining options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 19. These options became fully vested on October 1, 2018.
- $20.\ These$  options became fully vested on October 1, 2017.
- 21. These options became fully vested on October 1, 2016.
- $22. \ These \ options \ became fully vested on October 1, 2015.$
- 23. These options became fully vested on October 1, 2014.
- $24.\ These$  options became fully vested on October 1, 2013.

## Remarks:

/s/ Mark A. Shaffer, by power of attorney

\*\* Signature of Reporting Person

04/23/2020

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

- $^{\star}$  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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.