

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Shaffer Mark A</u>  (Last) (First) (Middle) C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUTIE 200  (Street) BETHESDA MD 20814  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC [ LQDT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer &amp; Corp Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/11/2021		S		22,188	D	\$26.59	33,621	D	
Common Stock	05/12/2021		S		3,400	D	\$28.67	30,221	D	
Common Stock	05/13/2021		M <sup>(1)</sup>		2,234	A	\$6.11 <sup>(2)</sup>	32,455	D	
Common Stock	05/13/2021		S		2,234	D	\$27.44	30,221	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	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					
Employee Stock Grant	(3)							(4)	09/30/2020	Common Stock	3,806	3,806	D	
Employee Stock Option	\$4.47							(5)	12/11/2027	Common Stock	2,280	2,280	D	
Employee Stock Grant	(3)							(6)	10/01/2021	Common Stock	310	310	D	
Employee Stock Option	\$6.11	05/12/2021		M <sup>(7)</sup>		1,947		(8)	12/04/2028	Common Stock	14,926	\$0	12,979	D
Employee Stock Grant	(3)							(9)	01/01/2023	Common Stock	2,525	2,525	D	
Employee Stock Option	\$6.69	05/12/2021		M <sup>(7)</sup>		1,825		(10)	12/03/2029	Common Stock	21,292	\$0	19,467	D
Employee Stock Grant	(3)							(11)	01/01/2024	Common Stock	9,187	9,187	D	
Employee Stock Option	\$9.46							(12)	12/01/2030	Common Stock	42,400	42,400	D	
Employee Stock Option	\$9.46							(13)	12/01/2030	Common Stock	42,400	42,400	D	
Employee Stock Grant	(3)							(14)	01/01/2025	Common Stock	7,650	7,650	D	
Employee Stock Grant	(3)							(15)	01/01/2025	Common Stock	7,650	7,650	D	

**Explanation of Responses:**

1. The reporting person exercised 3,772 stock options on a share withhold basis. 1,538 shares were withheld to cover the cost of the options as well as related taxes resulting in a net amount of 2,234 share

- acquired.
2. The reporting person exercised a total of 3,772 options, of which 1,947 had an exercise price of \$6.11 and 1,825 of which had an exercise price of \$6.69.
  3. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
  4. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  5. 15/48th of this option grant vested on January 1, 2019 and thereafter, an additional 1/48th vests each month for thirty-three months.
  6. Twenty-five percent of this restricted stock unit grant vested on January 1, 2019 and thereafter, an additional 1/4th vests on each of October 1, 2019, October 1, 2020, and October 1, 2021.
  7. Represents the exercise of stock options.
  8. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
  9. Twenty-five percent of this restricted stock unit grant vested on January 1, 2020 and thereafter, an additional 1/4th vests on each of January 1, 2021, January 1, 2022, and January 1, 2023.
  10. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
  11. Twenty-five percent of this restricted stock unit grant vested on January 1, 2021 and thereafter, an additional 1/4th vests on each of January 1, 2022, January 1, 2023 and January 1, 2024.
  12. 12/48th of this option grant will vest on January 1, 2022 and thereafter, an additional 1/48th will vest each month for thirty-six months.
  13. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
  14. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
  15. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2022 and thereafter, an additional 1/4th will vest on each of January 1, 2023, January 1, 2024 and January 1, 2025.

**Remarks:**

/s/ Mark A. Shaffer

05/13/2021

\*\* Signature of Reporting Person

Date

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

\* 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.**