SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Rozdilsky Nicholas	LIQUIDITY SERVICES INC [LQDT]	Director / 10% Owner / **X** Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2020	Chief Marketing Officer
C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 (Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) **X** Form filed by One Reporting Person / Form filed by More than One Reporting Person
BETHESDA MD 20814 (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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock								18,667	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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)
Restricted Stock Grant	(1)							(2)	08/01/2022	Common Stock	18,750		18,750	D	
Employee Stock Option	$6.95							(3)	08/01/2028	Common Stock	25,000		25,000	D	
Employee Stock Grant	(1)							(4)	01/01/2023	Common Stock	3,150		3,150	D	
Employee Stock Grant	(1)							(5)	12/04/2028	Common Stock	4,200		4,200	D	
Employee Stock Option	$6.11							(6)	12/04/2028	Common Stock	25,900		25,900	D	
Employee Stock Option	$6.11							(7)	12/04/2028	Common Stock	25,900		25,900	D	
Employee Stock Grant	(1)							(5)	01/01/2024	Common Stock	12,250		12,250	D	
Employee Stock Grant	(1)							(8)	01/01/2024	Common Stock	12,250		12,250	D	
Employee Stock Option	$6.69							(6)	12/03/2029	Common Stock	29,200		29,200	D	
Employee Stock Option	$6.69							(9)	12/03/2029	Common Stock	29,200		29,200	D	
Employee Stock Option	$9.46	12/01/2020		A		38,800		(10)	12/01/2030	Common Stock	38,800	$0	38,800	D	
Employee Stock Option	$9.46	12/01/2020		A		38,800		(11)	12/01/2030	Common Stock	38,800	$0	38,800	D	
Employee Stock Grant	(1)	12/01/2020		A		7,000		(12)	01/01/2025	Common Stock	7,000	$0	7,000	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	Title	Amount or Number of Shares				
Employee Stock Grant	(1)	12/01/2020		A		7,000		(13)	01/01/2025	Common Stock	7,000	$0	7,000	D	

Explanation of Responses:

1. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.

2. Twenty-five percent of this restricted stock grant vested on August 1, 2019 and thereafter, an additional 1/4th will vest on each of August 1, 2020, August 1, 2021, and August 1, 2022.

3. Twenty-five percent of this option grant vested on August 1, 2019 and thereafter, an additional 1/48th will vest each month for thirty-six months.

4. 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.

5. 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.

6. 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.

7. 15/48th of this option grant will vest on January 1, 2020 and thereafter, an additional 1/48th will vest each month for thirty-three months.

8. Twenty-five percent of this restricted stock grant will vest on January 1, 2021 and thereafter, an additional 1/4th will vest on each of January 1, 2022, January 1, 2023 and January 1, 2024.

9. 12/48th of this option grant will vest on January 1, 2021 and, thereafter, an additional 1/48th will vest each month for thirty-six months.

10. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.

11. 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.

12. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.

13. 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, by power of attorney   12/03/2020

** 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.

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