

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 16, 2023



Liquidity Services, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-51813
(Commission File Number)

52-2209244
(IRS Employer
Identification No.)

6931 Arlington Road
Suite 200
Bethesda, Maryland
(Address of Principal Executive Offices)

20814
(Zip Code)

Registrant's Telephone Number, Including Area Code: 202 4676868

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	LQDT	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On February 16, 2023, Liquidity Services, Inc. (the “Company”) provided notice to its directors and executive officers informing them of a blackout period for the Liquidity Services, Inc. 401k Profit Sharing Plan (the “401k Plan”), and trading restrictions that will apply to them during the blackout period. This notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR of the Securities Exchange Act of 1934, as amended.

The blackout period is necessary to facilitate the elimination of the Company stock fund (the “Company Stock Fund”) as an investment option under the 401(k) Plan, and to allow for the liquidation of shares of Company stock currently held in the Company Stock Fund. The blackout period will begin on Tuesday, March 21, 2023 at 4 p.m. Eastern Time and is expected to end on or before Tuesday, March 28, 2023 (such period, the “Blackout Period”), but may be extended to the extent necessary so that the liquidation may be completed. During the Blackout Period, participants in the 401(k) Plan will be unable to direct or diversify investments in the Company Stock Fund, or obtain a distribution, including a hardship distribution or in-service withdrawal, from the portion of the participants’ accounts invested in the Company Stock Fund.

A copy of the notice to directors and executive officers is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference. During the Blackout Period and for a period of two years after the ending date of the Blackout Period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the Blackout Period and other information regarding the Blackout Period by contacting Mark Shaffer at Liquidity Services, 6931 Arlington Road, Suite 200, Bethesda, MD 20814 or at (202) 467-6868.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

[99.1](#) [Notice to Directors and Executive Officers](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIQUIDITY SERVICES, INC.

(Registrant)

Date: February 16, 2023

By: /s/ Mark A. Shaffer

Name: Mark A. Shaffer

Title: Chief Legal Officer and
Corporate Secretary

NOTICE OF BLACKOUT PERIOD

To: Directors and Executive Officers of Liquidity Services, Inc. (the “**Company**”)
From: Mark A. Shaffer, Chief Legal Officer and Corporate Secretary
Date: February 16, 2023
Re: Notice of Blackout Period under the Liquidity Services, Inc. 401k Profit Sharing Plan (the “**401k Plan**”)

As you are aware, the Company is taking steps to eliminate the Company stock fund as an investment option under the 401k Plan. We plan to begin liquidating all shares of Company stock held in the Company stock fund beginning at 4:00 pm Eastern Time on Tuesday, March 21, 2023 and anticipate that the liquidation will be completed on or before Tuesday, March 28, 2023 (the “**Blackout Period**”).

To allow for the liquidation, 401k Plan participants with an investment in the Company stock fund will be prohibited from entering, exiting, or making any trading decision with respect to the Company stock fund during the Blackout Period.

This notice is to advise you that the federal securities laws require us to also impose a trading blackout on all directors and executive officers of the Company during the Blackout Period. Unlike the prohibitions that apply to 401k Plan participants who have investments in the Company stock fund, **you will be generally prohibited from conducting any transactions in shares of Company common stock (or derivatives linked to the Company’s common stock) during the Blackout Period.** This prohibition will not only apply to your direct trading activity, but also to indirect trading activity conducted by your family members, as well as partnerships, corporations, or trusts where you have a pecuniary interest. For the avoidance of any doubt, you will be subject to the Blackout Period and transaction restrictions regardless of whether you are a 401(k) Plan participant, and regardless of whether you intend to conduct transactions within or outside of the 401(k) Plan.

The federal securities laws provide narrow exceptions for transactions that occur during the Blackout Period under certain structured equity plans (such as a pre-establish Rule 10b5-1 trading plan), and you will not need to take any action to prevent those transactions from occurring. However, you are prohibited from entering, amending, or terminating any such plans during the Blackout Period.

Although we expect the Blackout Period to end on or before Tuesday, March 28, 2023, market conditions may prevent us from fully liquidating the Company stock fund on the anticipated schedule. **Accordingly, you should consider the Blackout Period in effect until I have communicated to you in writing that the Blackout Period has ended.**

If you have any questions concerning this Notice, the Blackout Period, or the transactions prohibited by the Blackout Period, please contact me to discuss.

Sincerely,
/s/ Mark A. Shaffer
Mark A. Shaffer
Chief Legal Officer and Corporate Secretary
