Stock Option

\$22.2

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549	
vasimigton,	D.O.	20040	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

Name and Address of Reporting Person Celaya Jorge						LIQUIDITY SERVICES INC [LQDT]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify					
	UIDITY SI	irst) ERVICES, INC. ROAD, SUITE	(Middle)				of Earli 2022	est Trar	nsaction (Mo	onth/D	Day/Year)			helow)		ncial	below)	эрсопу	
(Street)	SDA M	ID	20814		4. 11								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(S	tate)	(Zip)											Perso	n				
		Tab	le I - Noi	า-Deriv	ative	e Se	curit	ies A	cquired,	Disp	osed o	of, or Be	eneficia	Ily Owne	d				
1. Title of	Security (Ins	tr. 3)		2. Trans Date (Month/I		- 1	if any	emed tion Date	Code (I		Dispose	ities Acqui d Of (D) (Ir	ıstr. 3, 4 aı	Benefic Owned Reporte	es ially Following d	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	V	Amount	(A) (D)		(Instr. 3	and 4)		D		
			01/03					M ⁽¹⁾		952 3,65		-		,753 407					
					3/2022				M ⁽³⁾		1,75	_		33,407 35,162		D D			
		7	Гаble II -				uritie	s Acc	quired, D	ispo				y Owned	, -	<u> </u>			
Employee Stock Grant Employee Stock Option	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. Deeme Execution if any (Month/Da	(e.g., p	4. Transaction Code (Instr 8)		Is, warrants, 5. Number 6		S, Options, convert 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title ar of Securi Underlyir	urities) and Amount ties ang e Security		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	s Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		kpiration ate	Title	Amount or Number of Shares						
Stock	(4)								(5)	10)/01/2026	Common Stock	2,085		2,085		D		
Stock	\$8.3								(6)	03	3/03/2027	Common Stock	2,473		2,473		D		
Employee Stock Option	\$4.47								(7)	12	2/11/2017	Common Stock	2,112		2,112	!	D		
Employee Stock Grant	(4)	01/03/2022			M ⁽⁸⁾			1,475	(9)	01	1/01/2023	Common Stock	2,950	\$0	1,475	;	D		
Employee Stock Option	\$6.11								(10)	12	2/04/2028	Common Stock	15,208		15,208	В	D		
Employee Stock Option	\$6.69								(11)	12	2/03/2029	Common Stock	36,000		36,000	0	D		
Employee Stock Grant	(4)	01/03/2022			M ⁽⁸⁾			5,662	(12)	01	1/01/2024	Common Stock	16,987	\$0	11,325	5	D		
Employee Stock Option	\$9.46								(13)	12	2/01/2030	Common Stock	55,050		55,050	0	D		
Employee Stock Option	\$9.46								(14)	12	2/01/2030	Common Stock	55,050		55,050	0	D		
Employee Stock Grant	(4)								(15)	01	1/01/2025	Common Stock	9,950		9,950)	D		
Employee Stock Grant	(4)	01/03/2022			M ⁽⁸⁾			2,488	(16)	01	1/01/2025	Common Stock	9,950	\$0	7,462		D		
Employee												Common	I						

(17)

12/07/2031

7,740

7,740

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)		ransaction of ode (Instr. Derivative		6. Date Exerc Expiration Da (Month/Day/\)	ate	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 Option	\$22.2							(14)	12/07/2031	Common Stock	7,740		7,740	D	
Employee Stock Grant	(4)							(18)	01/01/2026	Common Stock	8,720		8,720	D	
Employee Stock Grant	(4)							(15)	01/01/2026	Common Stock	8,720		8,720	D	

Explanation of Responses:

- 1. Represents the net issuance of 952 shares from the vesting of 1,475 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 523 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- 2. Represents the net issuance of 3,654 shares from the vesting of 5,662 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 2,008 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- 3. Represents the net issuance of 1,755 shares from the vesting of 2,488 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 733 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- 4. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock,
- 5. These restricted stock units will vest, if at all, based on the issuer's achievement of certain financial milestones.
- 6. These options become exercisable, if at all, based on the issuer's achievement of certain financial milestones.
- 7. 15/48th of this option grant vested on January 1, 2019 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 8. Represents the vesting of restricted stock units.
- 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. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 11. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
- 12. 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.
- 13. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- 14. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 15. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 16. Twenty-five percent of this restricted stock unit grant vested 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.
- 17. 12/48th of this option grant will vest on January 1, 2023 and thereafter, an additional 1/48th will vest each month for thirty-six months.
- 18. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2023 and thereafter, an additional 1/4th will vest on each of January 1, 2024, January 1, 2025 and January 1, 2026.

Remarks:

/s/ Mark A. Shaffer, by power of attorney
** Signature of Reporting Person

01/05/2022

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.