FORM 3

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104
Estimated average burden

0.5

hours per response:

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

Daunt John	2. Date of Event Requiring Statement (Month/Day/Year) 04/23/2019		3. Issuer Name <b>and</b> Ticker or Trading Symbol LIQUIDITY SERVICES INC [ LQDT ]				
(Last) (First) (Middle) C/O LIQUIDITY SERVICES, INC.			Relationship of Reporting Perso (Check all applicable)     Director	10% Owne	r (M	5. If Amendment, Date of Original Filed (Month/Day/Year)	
6931 ARLINGTON ROAD SUITE 200			X Officer (give title below)	Other (spec below)	, lo.	Individual or Joint plicable Line)	/Group Filing (Check
(Street)			EVP, Chief Commerc	ial Officer	I '	X Form filed by	y One Reporting Person
BETHESDA MD 20814						Form filed by Reporting P	y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			ature of Indirect Beneficial Ownership tr. 5)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
				Amount	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Number of Shares	occurry	(i) (iiisti. 3)	
Employee Stock Option	(1)	10/27/2025	Common Stock	25,000	8.17	D	
Employee Stock Grant	(2)	10/01/2025	Common Stock	2,283	(3)	D	
Employee Stock Grant	(4)	10/27/2025	Common Stock	12,500	(3)	D	
Employee Stock Option	(5)	12/22/2025	Common Stock	3,756	6.63	D	
Employee Stock Option	(1)	03/24/2026	Common Stock	1,252	6.63	D	
Employee Stock Grant	(6)	03/24/2026	Common Stock	571	(3)	D	
Employee Stock Option	(7)	12/20/2026	Common Stock	2,300	10.3	D	
Employee Stock Option	(8)	12/20/2026	Common Stock	2,300	10.3	D	
Employee Stock Grant	(9)	10/01/2027	Common Stock	3,850	(3)	D	
Employee Stock Grant	(10)	10/01/2027	Common Stock	1,925	(3)	D	
Employee Stock Option	(8)	07/01/2028	Common Stock	100,000	6.75	D	
Employee Stock Grant	(9)	10/01/2028	Common Stock	4,834	(3)	D	
Employee Stock Grant	(11)	10/01/2028	Common Stock	6,042	(3)	D	
Employee Stock Grant	(9)	12/04/2028	Common Stock	3,350	(3)	D	
Employee Stock Grant	(12)	12/04/2028	Common Stock	3,350	(3)	D	
Employee Stock Option	(13)	12/04/2028	Common Stock	20,800	6.11	D	
Employee Stock Option	(8)	12/04/2028	Common Stock	20,800	6.11	D	

## Explanation of Responses:

- 1. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 2. Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- 3. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- 4. Twenty-five percent of this restricted stock grant vested on April 1, 2017 and April 1, 2018, and thereafter 1/4th of the restricted stock grant will vest on October 1, 2018, and October 1, 2019.
- 5. Twenty-five percent of this option grant vested on October 1, 2016 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- 6. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- 7. 15/48th of this option grant vested on January 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty three months.
- 8. 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.
- 9. 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.

- 10. Twenty-five percent of this restricted stock grant vested on January 1, 2018 and October 1, 2018, and thereafter 1/4th of the restricted stock grant will vest on each of October 1, 2019, and October 1, 2020.
- 11. Twenty-five percent of this restricted stock grant vested on April 1, 2019, and thereafter 1/4th of the restricted stock grant will vest on July 1, 2019, October 1, 2020, and October 1, 2021.
- 12. 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.
- 13. 15/48th of this option grant will vest on January 1, 2020 and thereafter 1/48th of the option grant will vest each month for thirty three months.

## Remarks:

/s/ Mark A. Shaffer, by power of attorney 05/03/2019

\*\* 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 5 (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.