SEC Forn	n 4
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FORM 4

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

OMB APP	ROVAL
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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Instruc	ction 1(b).			File					a) of the Se Investmer				1934						
	nd Address of <u>Novelet</u>	Reporting Person [*]						cker or Trac ERVICE				ck all applie Directo	tor		10% Ov	vner			
(Last) (First) (Middle) 6931 ARLINGTON ROAD SUITE 200							of Ear 2023	liest Tran	saction (M	onth/I	Day/Year)	Х	X Officer (give title Other (specify below) below) Chief Human Resources Officer						
(Street) BETHESDA MD 20814 (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicabl Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person											n	
		Tab	le I - Nor	n-Deriv	ativ	e Se	ecuri	ties Ac	quired.	Dis	posed o	of, or Be	nefic	cially	/ Owned	1			
1. Title of Security (Instr. 3)						n ear)	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (3. Transaction Code (Instr.) or 4 and 5. Amount o Securities Beneficially Owned Follo		es ally Following	Form:	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership
								Code	Code V A		nt (A) or (D)		ice	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common	Stock			01/0	3/202	23			M ⁽¹⁾		337	Α		\$ <mark>0</mark>	43	,510		D	
Common	Stock			01/0	3/202	23			M ⁽²⁾		297	Α		\$ <mark>0</mark>	43	,807		D	
Common Stock 01				01/0	3/202	23			M ⁽³⁾		949	949 A		\$ <mark>0</mark>	44,756			D	
Common	Stock			01/0	3/202	2023					1,122 A			\$ <mark>0</mark>	45	,878		D	
Common	Stock			01/0	3/202	23			J ⁽⁵⁾		337	D	\$	14.1	45	,541		D	
Common	Stock			01/0	3/202	23			J ⁽⁶⁾		297	D	\$	14.1	45	,244		D	
Common	Stock			01/0	3/202	23			J ⁽⁷⁾		949	D	\$	14.1	44	,295		D	
Common	Stock			01/0	3/202	23			J ⁽⁸⁾		1,122	2 D	\$	14.1	43	,173		D	
		I	fable II -												Owned				
1. Title of Derivative Security (Instr. 3)	. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number 6. Derivative Conversion Date Execution Date, or Exercise (Month/Day/Year) if any Code (Instr. Code (Instr.)			s, options, convert 6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Am of Securities Underlying Derivative Sect (Instr. 3 and 4)		rity (8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactie (Instr. 4)	ily i	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Naturo of Indirec Beneficia Ownersh (Instr. 4)					
Employee					Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Amo or Num of Shar	ber					
Employee	1	1	1					1 1	1			0		1					1

			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares				
Employee Stock Grant	(9)	01/03/2023	M ⁽¹⁰⁾			463	(11)	01/01/2024	Common Stock	463	\$ <u>0</u>	463	D	
Employee Stock Option	\$6.69						(12)	12/03/2029	Common Stock	2,538		2,538	D	
Employee Stock Option	\$6.69						(13)	12/03/2029	Common Stock	4,450		4,450	D	
Employee Stock Grant	(9)	01/03/2023	M ⁽¹⁰⁾			463	(14)	01/01/2023	Common Stock	525	\$ 0	0	D	
Employee Stock Option	\$6.11						(15)	12/04/2028	Common Stock	1,344		1,344	D	
Employee Stock Grant	(9)						(16)	09/30/2020	Common Stock	1,333		1,333	D	
Employee Stock Option	\$10.3						(17)	12/20/2026	Common Stock	1,850		1,850	D	
Employee Stock Option	\$10.3						(18)	12/20/2026	Common Stock	1,850		1,850	D	
Employee Stock Grant	(9)						(19)	10/01/2020	Common Stock	554		554	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. Transa Code (8)		of Deri Sec Acq (A) o Disp of (E	oosed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/N	ate of Securitie		ies Derivati g Security 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	(9)							(20)	10/01/2024	Common Stock	10,000		10,000	D	
Employee Stock Option	\$9.46							(21)	12/01/2030	Common Stock	28,296		28,296	D	
Employee Stock Option	\$9.46							(22)	12/01/2030	Common Stock	20,750		20,750	D	
Employee Stock Grant	(9)	01/03/2023		M ⁽¹⁰⁾			1,475	(23)	01/01/2025	Common Stock	1,475	\$0	2,950	D	
Employee Stock Option	\$22.2							(24)	12/07/2031	Common Stock	6,190		6,190	D	
Employee Stock Option	\$22.2							(22)	12/07/2031	Common Stock	6,190		6,190	D	
Employee Stock Grant	(9)	01/03/2023		M ⁽¹⁰⁾			1,745	(25)	01/01/2026	Common Stock	1,745	\$0	5,235	D	
Employee Stock Grant	(9)							(26)	01/01/2026	Common Stock	6,980		6,980	D	
Employee Stock Option	\$14							(27)	12/23/2032	Common Stock	8,320		8,320	D	
Employee Stock Option	\$14							(28)	12/23/2032	Common Stock	8,320		8,320	D	
Employee Stock Grant	(9)							(29)	01/01/2026	Common Stock	10,355		10,355	D	
Employee Stock Grant	(9)							(30)	01/01/2027	Common Stock	10,355		10,355	D	

Explanation of Responses:

1. Represents the net issuance of 337 shares from the vesting of 525 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 188 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).

2. Represents the net issuance of 297 shares from the vesting of 463 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 166 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).

3. Represents the net issuance of 949 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 526 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).

4. Represents the net issuance of 1,122 shares from the vesting of 1,745 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 623 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).

5. In accordance with the Issuer's policies, the reporting person elected the following release method with respect to the vesting of restricted stock units: shares are withheld to cover taxes and remaining shares are sold. The sale proceeds are used to cover fees and the balance is received by the reporting person in cash. This transaction reflects the sale of the 337 shares received by the reporting person in connection with the vesting of 525 restricted stock units.

6. In accordance with the Issuer's policies, the reporting person elected the following release method with respect to the vesting of restricted stock units: shares are withheld to cover taxes and remaining shares are sold. The sale proceeds are used to cover fees and the balance is received by the reporting person in cash. This transaction reflects the sale of the 297 shares received by the reporting person in connection with the vesting of 463 restricted stock units.

7. In accordance with the Issuer's policies, the reporting person elected the following release method with respect to the vesting of restricted stock units: shares are withheld to cover taxes and remaining shares are sold. The sale proceeds are used to cover fees and the balance is received by the reporting person in cash. This transaction reflects the sale of the 949 shares received by the reporting person in connection with the vesting of 1,475 restricted stock units.

8. In accordance with the Issuer's policies, the reporting person elected the following release method with respect to the vesting of restricted stock units: shares are withheld to cover taxes and remaining shares are sold. The sale proceeds are used to cover fees and the balance is received by the reporting person in cash. This transaction reflects the sale of the 1,122 shares received by the reporting person in connection with the vesting of 1,745 restricted stock units.

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

10. Represents the vesting of restricted stock units.

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 vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.

13. These options become 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.

14. 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.

15. 12/48th of this option grant vested on January 1, 2020 and thereafter an additional 1/48th vests each month for thirty-six months.

16. These restricted stock units vest, if at all, based on the completion of the Issuer's strategic transformation as well as the Issuer's achievement of certain financial milestones.

17. These options become exercisable, if at all, based on the completion of the Issuer's strategic transformation as well as the Issuer's achievement of certain financial milestones.

18. 15/48th of this option grant vested on January 1, 2018 and thereafter, an additional 1/48th vests each month for thirty-three months.

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

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

21. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.

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

23. 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.

24. 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.

25. 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.

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

27. These options were granted on December 23, 2022 and become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

- 28. These options were granted on December 23, 2022. 12/48th will vest on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months.
- 29. These restricted stock units were granted on December 23, 2022 and will vest, if at all, based on the Issuer's achievement of certain financial milestones.

30. These restricted stock units were granted on December 23, 2022. Twenty-five percent will vest on January 1, 2024, and thereafter 25% will vest on each of January 1, 2025, January 1, 2026 and January 1, 2027.

Remarks:

/s/ Mark A. Shaffer, by power of attorney 01/04/2023

** 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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