| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

|) 3 | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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| | | | or Section 30(h) of the Investment Company Act of 1940 | • | | |
|---|---------------|----------------|---|------------------------|---|---|
| 1. Name and Address of Reporting Person [*] Casusol Segundo Leoncio | | | 2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC</u> [LQDT] | | ationship of Reporting Po < all applicable) Director Officer (give title | erson(s) to Issuer 10% Owner Other (specify |
| (Last) C/O LIQUIDITY 1920 L STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/03/2015 | | below) Chief Informati | below) on Officer |
| (Street) WASHINGTON (City) | DC (State) | 20036 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person | porting Person |

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. Transa Code (8) | | Disposed Of (D) (Instr. 3, 4 and | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--|---|------------------------------|---|----------------------------------|---|---|---|---|--|
| | | | Code | v | Amount (A) or (D) Price | | Transaction(s) (Instr. 3 and 4) | | (iiisti: 4) | |
| Common Stock | 11/03/2015 | | S | | 55,269 | D | \$8.31 | 20,710 | 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 | iired r osed) 7. 3, 4 | 6. Date Exerc Expiration Da (Month/Day/Y | 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 Grant | \$21.99 | | | | | | | (1) | 10/01/2023 | Common Stock | 1,865 | | 1,865 | D | |
| Employee Stock Grant | \$21.99 | | | | | | | (2) | 10/01/2023 | Common Stock | 3,729 | | 3,729 | D | |
| Employee Stock Option | \$21.99 | | | | | | | (3) | 10/01/2023 | Common Stock | 7,900 | | 7,900 | D | |
| Employee Stock Option | \$21.99 | | | | | | | (4) | 10/01/2023 | Common Stock | 7,899 | | 7,899 | D | |
| Employee Stock Grant | \$41.19 | | | | | | | (5) | 01/01/2023 | Common Stock | 24,557 | | 24,557 | D | |
| Employee Stock Grant | \$13.57 | | | | | | | (6) | 05/14/2024 | Common Stock | 55,269 | | 55,269 | D | |
| Employee Stock Grant | \$10.41 | | | | | | | (7) | 10/01/2024 | Common Stock | 42,958 | | 42,958 | D | |
| Employee Stock Grant | \$10.41 | | | | | | | (8) | 10/01/2024 | Common Stock | 14,319 | | 14,319 | D | |
| Employee Stock Option | \$10.41 | | | | | | | (9) | 10/01/2024 | Common Stock | 10,077 | | 10,077 | D | |
| Employee Stock Option | \$10.41 | | | | | | | (10) | 10/01/2024 | Common Stock | 2,519 | | 2,519 | D | |

Explanation of Responses:

1. Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

2. These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

3. Twenty-five percent of this option grant vested on October 1, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

4. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

5. Twenty-five percent of this restricted stock grant vested on January 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on January 1 of each year for three years.

6. Fifty percent of this restricted stock grant vested on November 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on November 1 of each year for two years.

7. Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

8. These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

9. Twenty-five percent of this option grant vested on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

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

<u>/s/ James E. Williams, by</u> power of attorney

** Signature of Reporting Person Date

11/05/2015

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.