FORM 4

\$7.36

Option

Check this box if no longer subject to

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	IN BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden

D

0.5

hours per response:

obligations may continue. See	
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 193
	or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person\* (Check all applicable) **LIQUIDITY SERVICES INC** [ LQDT ] Angrick William P III Director 10% Owner X Officer (give title Other (specify X below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) (Middle) 04/13/2020 Chairman of the Board and CEO C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person **BETHESDA** MD 20814 Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership Form: Direct (D) or Indirect 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5. Amount of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 7. Nature of Date (Month/Day/Year) Transaction Securities Beneficially Indirect Beneficial 5) if any Code (Instr. (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Transaction(s) (Instr. 3 and 4) (A) or (D) Code ٧ Price Amount By the William P. 04/13/2020 P<sup>(1)</sup> 28,348 \$4.74 4,416,171 Angrick III Common Stock Α Ī Revocable Trust(2) By the William P. **D**(1) Common Stock 04/14/2020 31,000 A \$4.75 4,447,171 I Angrick III Revocable Trust(2) By the William P. **p**(1) 04/15/2020 28,925 \$4.73 4,476,096 Ī Angrick III Common Stock Α Revocable Trust<sup>(2)</sup> By the William P. Angrick III Common Stock 873,379 2005 Irrevocable Trust(2) By the Stephanie S. Angrick Common Stock 575,513 Ī 2005 Irrevocable Trust(3) By the Stephanie Common Stock 114,699 I S. Angrick Revocable Trust(3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction 3A. Deemed Execution Date, 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of Derivative 9. Number of 2. Conversion Ownership Transaction of Indirect Derivative Expiration Date of Securities derivative Underlying Derivative Security (Instr. 3 and 4) if any (Month/Day/Year) Derivative Security (Instr. 5) Form: Direct (D) Security or Exercise (Month/Day/Year) Code (Instr. (Month/Day/Year) Securities Beneficial Beneficially Acquired (A) or Disposed of (D) (Instr. 3, 4 (Instr. 4) Derivative Owned or Indirect Security Following (I) (Instr. 4) Reported Transaction(s) (Instr. 4) and 5) Amount Number Expir Date Code (A) (D) Title Exercisable of Shares (4) 139,900 12/03/2024 139,900

Stock

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		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	\$7.36							(5)	12/03/2024	Common Stock	139,900		139,900	D	
Employee Stock Grant	(6)							(7)	01/01/2024	Common Stock	54,700		54,700	D	
Employee Stock Grant	(6)							(8)	01/01/2024	Common Stock	54,700		54,700	D	
Employee Stock Option	\$6.72							(4)	10/01/2028	Common Stock	124,200		124,200	D	
Employee Stock Grant	(6)							(7)	10/01/2028	Common Stock	17,300		17,300	D	
Employee Stock Option	\$6.72							(9)	10/01/2022	Common Stock	124,200		124,200	D	
Employee Stock Grant	(6)							(10)	10/01/2022	Common Stock	12,975		12,975	D	
Employee Stock Option	\$4.92							(4)	10/01/2027	Common Stock	130,620		130,620	D	
Employee Stock Option	\$4.92							(11)	10/01/2027	Common Stock	87,080		87,080	D	
Employee Stock Grant	(6)							(7)	12/11/2021	Common Stock	4,920		4,920	D	
Employee Stock Grant	(6)							(12)	10/01/2021	Common Stock	4,100		4,100	D	
Employee Stock Grant	(6)							(13)	10/01/2020	Common Stock	18,812		18,812	D	
Employee Stock Grant	(6)							(14)	10/01/2026	Common Stock	67,725		67,725	D	
Employee Stock Option	\$9.13							(15)	10/01/2026	Common Stock	48,000		48,000	D	
Employee Stock Option	\$9.13							(16)	10/01/2026	Common Stock	48,000		48,000	D	
Employee Stock Option	\$7.29							(17)	10/01/2025	Common Stock	83,178		83,178	D	
Employee Stock Option	\$7.29							(18)	10/01/2025	Common Stock	20,794		20,794	D	
Employee Stock Option	\$11.45							(19)	10/01/2024	Common Stock	29,980		29,980	D	
Employee Stock Option	\$24.19							(20)	10/01/2023	Common Stock	48,122		48,122	D	
Employee Stock Option	\$46.72							(21)	10/01/2022	Common Stock	14,695		14,695	D	
Employee Stock Option	\$37.72							(22)	10/01/2021	Common Stock	32,139		32,139	D	
Employee Stock Option	\$17.02							(23)	10/01/2020	Common Stock	8,641		8,641	D	
Employee Stock Option	\$9.96							(24)	10/01/2019	Common Stock	4,568		4,568	D	

## **Explanation of Responses**

- 1. The purchase reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by and between The William P. Angrick III Revocable Trust Under Agreement Dates 04/20/07 and RBC Capital Markets on March 11, 2020.
- 2. These shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- 3. These shares are held in a trust for the benefit of the reporting person's spouse, who is also trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.

- 4. 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.
- 5. 12/48th of this option grant will vest on January 1, 2021 and, thereafter, 1/48th of the option grant will vest each month for thirty-six months.
- 6. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- 7. 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.
- 8. Twenty-five percent of this restricted stock grant will vest on January 1, 2021 and thereafter 1/4th of the restricted stock grant will vest on each of January 1, 2022, January 1, 2023 and January 1, 2024.
- 9. 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.
- 10. 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.
- 11. 15/48th of this option grant will vest on January 1, 2019 and thereafter 1/48th of the option grant will vest each month for thirty three months.
- 12. Twenty-five percent of this restricted stock grant each vested on January 1, 2019 and October 1, 2019, and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2020, and October 1, 2021.
- 13. Twenty-five percent of this restricted stock grant vested on April 1, 2018 and October 1, 2018, and October 1, 2019, and thereafter 1/4th of the restricted stock grant will vest on October 1, 2020.
- 14. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- 15. 18/48th of this option grant vested on April 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty months.
- 16. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 17. These options became fully vested on October 1, 2019.
- 18. 75% of the options were certified as vested on December 6, 2018. The remaining options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 19. These options became fully vested on October 1, 2018.
- 20. These options became fully vested on October 1, 2017.
- 21. These options became fully vested on October 1, 2016.
- 22. These options became fully vested on October 1, 2015.
- $23. \ These \ options \ became fully vested on October 1, 2014.$
- 24. These options became fully vested on October 1, 2013.

## Remarks:

<u>/s/ Mark A. Shaffer, by power</u> of attorney

04/15/2020

\*\* Signature of Reporting Person Da

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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