FORM 4

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

Washington, D.C. 20549
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

1. Name and Address of Reporting Person*  Celaya Jorge  (Last) (First) (Middle)  C/O LIQUIDITY SERVICES, INC.  6931 ARLINGTON ROAD, SUITE 200  (Street)  BETHESDA MD 20814  (City) (State) (Zip)  Table I - Non-Derive  1. Title of Security (Instr. 3)					2. Issuer Name and Ticker or Trading Symbol LIQUIDITY SERVICES INC [ LQDT ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner							
C/O LIQUIDITY SERVICES, INC.						3. Date of Earliest Transaction (Month/Day/Year) 12/07/2021									X Officer (give title Other (specify below)  Chief Financial Officer					
(Street)					4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person  Form filed by Many than One Reporting						
(City)	(SI	tate)	(Zip)											Form filed by More than One Reporting Person						
		Tab	le I - Nor	n-Deriv	ative	e Se	curitie	s Ad	quired, I	Disp	osed o	of, or Be	nefic	ially	Owned	l				
Da					action Day/Ye	ear)	2A. Deemed Execution Date if any (Month/Day/Yea		Code (Instr. 8)		r. 5)		(D) (Instr. 3, 4 and		5. Amou Securitie Benefici Owned F Reported Transact	es Fo ially (D) Following (I) d		n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock									Code	V	Amount	int (D)		ce	(Instr. 3			D		
		7							juired, Di								<u> </u>			
Derivative Conversion Date		3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	d Date,	4. Transactior Code (Instr. 8)		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		int 8	B. 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)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisable		opiration	Title	Amou or Numb of Share	er						
Employee Stock Grant	(1)								(2)	10	)/01/2026	Common Stock	2,08	5		2,085		D		
Employee Stock Option	\$8.3								(3)	03	3/03/2027	Common Stock	2,47	3		2,473		D		
Employee Stock Option	\$4.47								(4)	12	2/11/2017	Common Stock	2,11	2		2,112		D		
Employee Stock Grant	(1)								(5)	01	/01/2023	Common Stock	2,95	0		2,950		D		
Employee Stock Option	\$6.11								(6)	12	2/04/2028	Common Stock	15,20	08		15,208	В	D		
Employee Stock Option	\$6.69								(7)	12	2/03/2029	Common Stock	36,00	00		36,000	0	D		
Employee Stock Grant	(1)								(8)	01	/01/2024	Common Stock	16,98	37		16,987	7	D		
Employee Stock Option	\$9.46								(9)	12	2/01/2030	Common Stock	55,0	50		55,050	0	D		
Employee Stock Option	\$9.46								(10)	12	2/01/2030	Common Stock	55,05	50		55,050	0	D		
Employee Stock Grant	(1)								(11)	01	/01/2025	Common Stock	9,95	0		9,950		D		
Employee Stock Grant	(1)								(12)	01	/01/2025	Common Stock	9,95	0		9,950		D		
Employee Stock Option	\$22.2	12/07/2021			A		7,740		(13)	12	2/07/2031	Common Stock	7,74	0	\$0	7,740		D		
Employee Stock Option	\$22.2	12/07/2021			A		7,740		(10)	12	2/07/2031	Common Stock	7,74	0	\$0	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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	(1)	12/07/2021		A		8,720		(14)	01/01/2026	Common Stock	8,720	\$0	8,720	D	
Employee Stock Grant	(1)	12/07/2021		A		8,720		(11)	01/01/2026	Common Stock	8,720	\$0	8,720	D	

## **Explanation of Responses:**

- 1. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- 2. These restricted stock units will vest, if at all, based on the issuer's achievement of certain financial milestones.
- 3. These options become exercisable, if at all, based on the issuer's achievement of certain financial milestones.
- 4. 15/48th of this option grant vested on January 1, 2019 and thereafter, an additional 1/48th vests each month for thirty-three months.
- $5.\ Twenty-five percent of this restricted stock unit grant vested on January 1, 2020 and thereafter, an additional 1/4th vests on each of January 1, 2021, January 1, 2022, and January 1, 2023.$
- 6. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 7. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
- 8. 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.
- 9. 12/48th of this option grant will vest on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- 10. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 11. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 12. Twenty-five percent of this restricted stock unit grant will vest 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.
- 13. 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.
- 14. 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

12/09/2021

of attorney

\*\* 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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