

LIQUIDITY SERVICES INC

Form 4

December 11, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Burton Thomas B

(Last) (First) (Middle)

C/O LIQUIDITY SERVICES,  
INC., 1920 L STREET, N.W., 6TH  
FLOOR

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
LIQUIDITY SERVICES INC  
[LQDT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/27/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Pres, COO, Gov't Liquid LLC

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Grant	\$ 21.99	11/27/2013		A		4,032		<u>(1)</u>	10/01/2023	Common Stock	4,032
Employee Stock Grant	\$ 21.99	11/27/2013		A		4,032		<u>(2)</u>	10/01/2023	Common Stock	4,032
Employee Stock Option	\$ 21.99	11/27/2013		A		8,541		<u>(3)</u>	10/01/2023	Common Stock	8,541
Employee Stock Option	\$ 21.99	11/27/2013		A		8,540		<u>(4)</u>	10/01/2023	Common Stock	8,540
Employee Stock Grant	\$ 38.09							<u>(5)</u>	10/01/2022	Common Stock	2,389
Employee Stock Grant	\$ 38.09							<u>(6)</u>	10/01/2022	Common Stock	3,185
Employee Stock Option	\$ 38.09							<u>(7)</u>	10/01/2022	Common Stock	4,777
Employee Stock Option	\$ 38.09							<u>(8)</u>	10/01/2022	Common Stock	4,777
Employee Stock Grant	\$ 38.09							<u>(9)</u>	10/01/2022	Common Stock	10,000
Employee Stock Grant	\$ 31.11							<u>(10)</u>	10/01/2021	Common Stock	3,556
Employee Stock Option	\$ 31.11							<u>(11)</u>	10/01/2021	Common Stock	11,801
	\$ 15.47							<u>(12)</u>	10/01/2020		2,125

Employee Stock Grant					Common Stock	
Employee Stock Option	\$ 15.47	(13)	10/01/2020	Common Stock	12,556	
Employee Stock Grant	\$ 15.47	(14)	10/01/2020	Common Stock	11,053	
Employee Stock Option	\$ 7.48	(15)	10/01/2018	Common Stock	44,003	
Employee Stock Option	\$ 10.93	(16)	10/01/2017	Common Stock	17,999	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burton Thomas B C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036			Pres, COO, Gov't Liquid LLC	

## Signatures

/s/ James E. Williams, by power of attorney 12/11/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Twenty-five percent of this restricted stock grant will vest 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 will vest on October 1, 2014 and thereafter 1/48th of the restricted stock 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 October 1, 2013 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (6) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (7) Twenty-five percent of this option grant vested on October 1, 2013 and thereafter 1/48th of the restricted stock grant will vest each month for thirty-six months.
- (8) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

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- (9) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones..
- (10) Twenty-five percent of this restricted stock grant vested on October 1, 2012 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (11) Twenty-five percent of this option grant vest on October 1, 2012 and thereafter 1/48th of the restricted stock grant will vest each month for thirty-six months.
- (12) Twenty-five percent of this restricted stock grant vested on October 1, 2011 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (13) Twenty-five percent of this option grant vested on October 1, 2011 and thereafter 1/48th of the restricted stock grant will vest each month for thirty-six months.
- (14) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (15) These options became fully vested on October 1, 2013.
- (16) These options became fully vested on October 1, 2011.

### Remarks:

No non-derivative securities are beneficially owned.

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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