

LIQUIDITY SERVICES INC

Form 4

May 22, 2015

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams James Edwin

(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)
05/15/2015

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 ____ Other (specify
below) below)
VP, Gen. Counsel & Secretary

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)
Common Stock				(A) or (D)	700	D	

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

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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 Option	\$ 9.05							<u>(1)</u>	10/01/2019	Common Stock	508
Employee Stock Option	\$ 15.47							<u>(2)</u>	10/01/2020	Common Stock	2,706
Employee Stock Grant	\$ 15.47							<u>(3)</u>	10/01/2020	Common Stock	2,765
Employee Stock Grant	\$ 31.11							<u>(4)</u>	10/01/2021	Common Stock	897
Employee Stock Option	\$ 31.11							<u>(5)</u>	10/01/2021	Common Stock	5,950
Employee Stock Grant	\$ 38.09							<u>(6)</u>	10/01/2022	Common Stock	1,377
Employee Stock Option	\$ 38.09							<u>(7)</u>	10/01/2022	Common Stock	1,835
Employee Stock Grant	\$ 21.99							<u>(8)</u>	10/01/2023	Common Stock	2,828
Employee Stock Grant	\$ 21.99							<u>(9)</u>	10/01/2023	Common Stock	3,769
Employee Stock Option	\$ 21.99							<u>(10)</u>	10/01/2023	Common Stock	7,985
Employee Stock Option	\$ 21.99							<u>(11)</u>	10/01/2023	Common Stock	7,985
Employee	\$ 10.41	05/15/2015		A	15,523			<u>(12)</u>	10/01/2024	Common	15,523

Stock Grant							Stock	
Employee Stock Grant	\$ 10.41	05/15/2015	A	3,881	(13)	10/01/2024	Common Stock	3,881
Employee Stock Grant	\$ 10.41	05/15/2015	A	9,053	(14)	10/01/2024	Common Stock	9,053
Employee Stock Option	\$ 10.41	05/15/2015	A	2,263	(15)	10/01/2024	Common Stock	2,263

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams James Edwin C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036			VP, Gen. Counsel & Secretary	

Signatures

/s/ James E. Williams 05/22/2015

__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) These options became fully vested on October 1, 2013.
 - (2) These options became fully vested on October 1, 2014.
 - (3) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (4) 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.
 - (5) Twenty-five percent of this option grant vested on October 1, 2012 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
 - (6) 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.
 - (7) Twenty-five percent of this option grant vested on October 1, 2013 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
 - (8) 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.
 - (9) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (10)

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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.

- (11) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (12) Twenty-five percent of this restricted stock grant will vest on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (13) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (14) Twenty-five percent of this option grant will vest on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (15) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

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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