

Gravley Roger  
Form 4  
October 09, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gravley Roger

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O LIQUIDITY SERVICES,  
INC., 6931 ARLINGTON ROAD,  
SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/04/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President, GovDeals & CIO

(Street)  
BETHESDA, MD 20814

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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	(A) or (D)	Price			
Common Stock	10/04/2018		S <sup>(1)</sup>		648	D	\$ 5.53	5,939	D	
Common Stock	10/05/2018		S <sup>(1)</sup>		2,161	D	\$ 5.26	3,778	D	
Common Stock	10/08/2018		S <sup>(1)</sup>		3,778	D	\$ 5.25	0	D	

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**

SEC 1474  
(9-02)

required to respond unless the form  
displays a currently valid OMB control  
number.

**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 Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 9.05					<u>(2)</u>	10/01/2019	Common Stock	1,801
Employee Stock Grant	\$ 15.47					<u>(3)</u>	10/01/2020	Common Stock	1,106
Employee Stock Option	\$ 15.47					<u>(4)</u>	10/01/2020	Common Stock	2,292
Employee Stock Option	\$ 31.37					<u>(5)</u>	10/01/2021	Common Stock	2,857
Employee Stock Option	\$ 21.99					<u>(6)</u>	10/01/2023	Common Stock	3,519
Employee Stock Grant	\$ 21.99					<u>(3)</u>	11/27/2023	Common Stock	499
Employee Stock Option	\$ 21.99					<u>(7)</u>	11/27/2023	Common Stock	3,519
Employee Stock Option	\$ 10.41					<u>(8)</u>	10/01/2024	Common Stock	7,338
Employee Stock Grant	\$ 10.41					<u>(9)</u>	10/01/2024	Common Stock	0

## Edgar Filing: Gravley Roger - Form 4

Employee Stock Option	\$ 6.63	<u>(10)</u>	10/01/2025	Common Stock	11,430
Employee Stock Grant	\$ 6.63	<u>(11)</u>	10/01/2025	Common Stock	5,213
Employee Stock Option	\$ 5.11	<u>(7)</u>	10/01/2025	Common Stock	2,858
Employee Stock Grant	\$ 5.11	<u>(3)</u>	10/01/2025	Common Stock	5,213
Employee Stock Grant	\$ 8.3	<u>(12)</u>	10/01/2026	Common Stock	4,125
Employee Stock Option	\$ 8.3	<u>(13)</u>	10/01/2026	Common Stock	4,900
Employee Stock Grant	\$ 8.3	<u>(3)</u>	10/01/2026	Common Stock	8,250
Employee Stock Option	\$ 8.3	<u>(7)</u>	10/01/2026	Common Stock	4,900
Employee Stock Option	\$ 4.47	<u>(7)</u>	10/01/2027	Common Stock	29,760
Employee Stock Grant	\$ 4.47	<u>(3)</u>	10/01/2027	Common Stock	3,060
Employee Stock Option	\$ 4.47	<u>(14)</u>	10/01/2027	Common Stock	19,840
Employee Stock Grant	\$ 4.47	<u>(15)</u>	10/01/2027	Common Stock	2,040

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gravley Roger C/O LIQUIDITY SERVICES, INC.			President, GovDeals &	

6931 ARLINGTON ROAD, SUITE 200  
BETHESDA, MD 20814

CIO

## Signatures

Mark A. Shaffer

10/08/2018

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) Represents reporting person's advance election to sell upon vesting such restricted shares.
- (2) These options became fully vested on October 1, 2013.
- (3) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (4) These options became fully vested on October 1, 2014.
- (5) These options became fully vested on October 1, 2015.
- (6) These options became fully vested on October 1, 2017.
- (7) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (8) 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.
- (9) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/8th of the restricted stock grant will vest on April 1 and October 1 of each year for three years.
- (10) Twenty-five percent of this option grant vested on October 1, 2016 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (11) Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (12) Twenty-five percent of this restricted stock grant vested on April 1, 2018 and thereafter 1/4th of the restricted stock grant will vest on each of October 1, 2018, October 1, 2019, and October 1, 2020.
- (13) 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.
- (14) 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.
- (15) Twenty-five percent of this restricted stock grant will vest on January 1, 2019 and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2019, October 1, 2020, and October 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.