

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Angrick William P III

(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  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)	3,655,842	I	By the William P. Angrick III Revocable Trust <sup>(1)</sup>
Common Stock				(A) or (D)	873,379	I	By the William P. Angrick III 2005 Irrevocable

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Common Stock	575,513	I	Trust <sup>(1)</sup> By the Stephanie S. Angrick 2005 Irrevocable Trust <sup>(2)</sup>
Common Stock	114,699	I	By the Stephanie S. Angrick Revocable Trust <sup>(2)</sup>

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)

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)	Amount or Number of Shares
Employee Stock Grant	\$ 21.99	11/27/2013		A	22,717	<sup>(3)</sup> 10/01/2023	Common Stock	22,717
Employee Stock Grant	\$ 21.99	11/27/2013		A	22,716	<sup>(4)</sup> 10/01/2023	Common Stock	22,716
Employee Stock Option	\$ 24.19	11/27/2013		A	48,122	<sup>(5)</sup> 10/01/2023	Common Stock	48,122
Employee Stock Option	\$ 24.19	11/27/2013		A	48,121	<sup>(6)</sup> 10/01/2023	Common Stock	48,121
Employee Stock	\$ 46.72					<sup>(7)</sup> 10/01/2022	Common Stock	6,358

Grant						
Employee						
Stock	\$ 46.72	(8)	10/01/2022	Common	8,477	
Grant				Stock		
Employee						
Stock	\$ 46.72	(9)	10/01/2022	Common	14,695	
Option				Stock		
Employee						
Stock	\$ 46.72	(10)	10/01/2022	Common	14,695	
Option				Stock		
Employee						
Stock	\$ 37.72	(11)	10/01/2021	Common	8,859	
Grant				Stock		
Employee						
Stock	\$ 37.72	(12)	10/01/2021	Common	32,139	
Option				Stock		
Employee						
Stock	\$ 17.02	(13)	10/01/2020	Common	10,944	
Grant				Stock		
Employee						
Stock	\$ 17.02	(14)	10/01/2020	Common	8,641	
Option				Stock		
Employee						
Stock	\$ 17.02	(15)	10/01/2020	Common	11,053	
Grant				Stock		
Employee						
Stock	\$ 9.96	(16)	10/01/2019	Common	4,568	
Option				Stock		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Angrick William P III C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	X	X	Chairman of the Board and CEO	

## 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) 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.
  - (2) 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.
  - (3) 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.
  - (4) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  - (5) Twenty-five percent of this option grant will vest on October 1, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
  - (6) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
  - (7) 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.
  - (8) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  - (9) 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.
  - (10) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
  - (11) 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.
  - (12) 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.
  - (13) 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.
  - (14) Twenty-five percent of this option grant vested on October 1, 2011 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
  - (15) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
  - (16) These options became fully vested on October 1, 2013.

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.