

LIQUIDITY SERVICES INC

Form 4

February 18, 2014

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GROSS PATRICK W

(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)  
02/03/2014

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)

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)	1,798	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  
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 Option	\$ 12.89							<u>(1)</u>	04/03/2016	Common Stock	20,000
Employee Stock Option	\$ 14.75							<u>(2)</u>	10/02/2016	Common Stock	11,271
Employee Stock Option	\$ 11.19							<u>(3)</u>	10/01/2017	Common Stock	10,272
Employee Stock Option	\$ 11.66							<u>(4)</u>	06/03/2018	Common Stock	4,457
Employee Stock Option	\$ 8.55							<u>(5)</u>	04/28/2019	Common Stock	21,086
Employee Stock Option	\$ 10.7							<u>(6)</u>	02/01/2020	Common Stock	18,612
Employee Stock Option	\$ 14.3							<u>(7)</u>	02/01/2021	Common Stock	15,012
Employee Stock Option	\$ 42.31							<u>(8)</u>	02/01/2022	Common Stock	5,328
Employee Stock Option	\$ 40.11							<u>(9)</u>	02/01/2023	Common Stock	5,954
Employee Stock Option	\$ 21.53	02/03/2014		A		20,061		<u>(10)</u>	02/01/2024	Common Stock	20,061
Restricted Stock Grant	\$ 21.53	02/03/2014		A		10,000		<u>(11)</u>	02/01/2024	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS PATRICK W C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	X			

## Signatures

/s/ James E. Williams, by power of attorney

02/18/2014

\_\_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 April 3, 2008.
  - (2) These options became fully vested on October 2, 2007.
  - (3) These options became fully vested on October 1, 2008.
  - (4) These options became fully vested on June 3, 2009.
  - (5) These options became fully vested on February 18, 2010.
  - (6) These options became fully vested on February 1, 2011.
  - (7) These options became fully vested on February 1, 2012.
  - (8) These options became fully vested on February 1, 2013.
  - (9) These options became fully vested on February 1, 2014.
  - (10) These options have a one-year vesting period such that 100% of this option grant will vest on February 1, 2015.
  - (11) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2015.

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.