

LIQUIDITY SERVICES INC  
Form 4  
October 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Angrick William P III

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO

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

(Street)

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

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

WASHINGTON, DC 20036

(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 Ownership (Instr. 4)                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 10/01/2014                           |  | S                              | 23,171 D \$ 12.88   | 0   | D  |  |
| Common Stock                    |                                      |  |                                |   | 3,655,842   | I  | By the William P. Angrick III Revocable Trust <sup>(1)</sup> |
| Common Stock                    |                                      |  |                                |   | 873,379   | I  | By the William P. Angrick III                                |

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|              |         |   |  |
|--------------|---------|---|--|
| Common Stock | 575,513 | I | 2005 Irrevocable Trust <sup>(1)</sup><br>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.

**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)

| 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. Price or Value 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   |                                      |  |                                |   | <sup>(3)</sup> 10/01/2023                                |   | Common Stock  | 17,038                     |
| Employee Stock Grant                       | \$ 21.99   |                                      |  |                                |   | <sup>(4)</sup> 10/01/2023                                |   | Common Stock  | 22,716                     |
| Employee Stock Option                      | \$ 24.19   |                                      |  |                                |   | <sup>(5)</sup> 10/01/2023                                |   | Common Stock  | 48,122                     |
|  | \$ 24.19   |                                      |  |                                |   | <sup>(6)</sup> 10/01/2023                                |   |   | 48,121                     |

|                       |          |             |            |              |        |
|-----------------------|----------|-------------|------------|--------------|--------|
| Employee Stock Option |          |             |            | Common Stock |        |
| Employee Stock Grant  | \$ 46.72 | <u>(7)</u>  | 10/01/2022 | Common Stock | 4,239  |
| Employee Stock Grant  | \$ 46.72 | <u>(8)</u>  | 10/01/2022 | Common Stock | 8,477  |
| Employee Stock Option | \$ 46.72 | <u>(9)</u>  | 10/01/2022 | Common Stock | 14,695 |
| Employee Stock Option | \$ 46.72 | <u>(10)</u> | 10/01/2022 | Common Stock | 14,695 |
| Employee Stock Grant  | \$ 37.72 | <u>(11)</u> | 10/01/2021 | Common Stock | 4,430  |
| Employee Stock Option | \$ 37.72 | <u>(12)</u> | 10/01/2021 | Common Stock | 32,139 |
| Employee Stock Option | \$ 17.02 | <u>(13)</u> | 10/01/2020 | Common Stock | 8,641  |
| Employee Stock Grant  | \$ 17.02 | <u>(14)</u> | 10/01/2020 | Common Stock | 11,053 |
| Employee Stock Option | \$ 9.96  | <u>(15)</u> | 10/01/2019 | Common Stock | 4,568  |

## Reporting Owners

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

## Signatures

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

10/03/2014

\*\*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 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 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.
  - (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 vested 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) These options became fully vested on October 1, 2014.
  - (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.

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.