LIQUIDITY SERVICES INC
Form 4
October 05, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaffer Mark A

(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)
10/03/2016

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 below) _____ Other (specify 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/03/2016		J[7]		4,634	A	$ 10.65	4,634	D	
Common Stock	10/03/2016		S[8]		630	D	$ 10.65	4,004	D	
Common Stock	10/04/2016		S[8]		280	D	$ 10.52	3,724	D	
Common Stock	10/05/2016		S[8]		671	D	$ 10.51	3,053	D	

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

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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 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Grant	$ 41.23	10/03/2016		J(7)			2,000	(1)	10/31/2022	Common Stock	2,000	
Employee Stock Grant	$ 21.99	10/03/2016		J(7)			511	(2)	11/27/2023	Common Stock	1,023	
Employee Stock Grant	$ 9.35	10/03/2016		J(7)			397	(3)	04/09/2025	Common Stock	1,987	
Employee Stock Grant	$ 4.57	10/03/2016		J(7)			1,726	(4)	02/16/2026	Common Stock	6,904	
Employee Stock Grant	$ 4.57							(5)	02/16/2026	Common Stock	1,726	
Employee Stock Grant	$ 8.15							(6)	06/22/2026	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer Mark A C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR			VP, Gen. Counsel & Secretary	

WASHINGTON, DC 20036

Signatures

/s/ Mark A. Shaffer	10/05/2016
**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) Twenty-five percent of this restricted stock grant vested on October 1, 2013 and thereafter 1/4 of the restricted stock grant will vest on October 1 of each year for three years.

(2) Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4 of the restricted stock grant will vest on October 1 of each year for three years.

(3) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/8 of the restricted stock grant will vest on April 1 and October 1 of each year for three years.

(4) Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4 of the restricted stock grant will vest on October 1 of each year for three years.

(5) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

(6) Twenty-five percent of this restricted stock grant will vest on July 13, 2017 and thereafter 1/4 of the restricted stock grant will vest on July 13 of each year for three years.

(7) Represents the vesting of restricted stock

(8) Represents reporting person's advance election to sell to cover taxes upon vesting such restricted shares

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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